MARVEL MASTERWORKS®

THE FANTASTIC FOUR®

VOLUME 16

THE FANTASTIC FOUR Nos. 164-175, ANNUAL No. 11,
MARVEL TWO-IN-ONE No. 20 & ANNUAL No. 1
ROY THOMAS, GEORGE PÉREZ & JOHN BUSCEMA
WITH RICH BUCKLER & SAL BUSCEMA

MARVEL

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PRESENTS

THE Fantastic FOUR

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COLLECTING

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MARVEL TWO-IN-ONE No. 20 & ANNUAL No. 1

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MARVEL MASTERWORKS
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NOS. 164-175, ANNUAL NO. 11,
MARVEL TWO-IN-ONE NO. 20 & ANNUAL NO. 1

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INTRODUCTION
BY ROY THOMAS

Life is good…*isn't* it?

I don't mind admitting: 1975 was a year of considerable stress for yours truly. So naturally, when I start poring over comics stories I wrote during that period, I find myself searching for little hints in the dialogue or plots that my seven-year marriage had fallen apart that summer, that my father had suddenly died only a few weeks later, and that I was still trying to figure out precisely what place comic books still had in my life (and vice versa) months after I'd resigned as Marvel's editor-in-chief in favor of a contract as "writer/editor," a new official designation Stan Lee and I had dreamed up.

But I'll be honest. I can't find any such telltale hints. And I'm glad.

After all, a comics writer's personal life isn't really supposed to intrude upon stories he writes, unless he's the late Harvey Pekar. Fortunately, all I see in my stories is a man still having fun scripting what had always been at least his sentimental-favorite Marvel title (*Fantastic Four*), starring his favorite Marvel hero (the ever-lovin', blue-eyed Thing) in conjunction with a sequence of talented artists.

George Pérez is the first such whose work appears in this volume. He was near the beginning of his meteoric career, and *FF* #164 was his first stab at that title. He acquitted himself admirably as we undertook the task of transforming a short-lived 1950s super hero (Marvel Boy) into a psychopathic super villain. And I was glad to have on hand Joltin' Joe Sinnott, by far the best *FF* inker ever, to keep the characters, especially the tricky rock-like features of Benjamin J. Grimm, consistent with what had been established by Jack Kirby, and later by Johns Romita and Buscema, and then by Rich Buckler.

But why change Marvel Boy to the Crusader? Well, here it is in a nutshell: I didn't need more heroes in *Fantastic Four*...I needed villains. And I'd always liked the look of Marvel Boy, as drawn originally by Russ Heath and Bill Everett. All we had to do was put him in long pants (at least, long pants underneath his short pants) to avoid the "Robin the Boy Wonder" look and age him a bit. Well, it *had* been more than two decades since he'd last appeared. As for the name: "Marvel Boy" wasn't a moniker Stan would've liked, for hero *or* villain. So I went with "Crusader," a once-noble word which in recent times has somehow turned into a pejorative. (But I couldn't resist working the character's original name into the fabric of the splash page, as you'll see when you read it and marvel, boy!)

All that and Frankie Raye, too…the new Johnny Storm romantic interest I named after inker Frank Giacoia's defunct pseudonym. In *FF* #164 I had Johnny and Frankie meet in a singles bar on 2nd Avenue. I probably researched that aspect of things very thoroughly in my "single-again-going-on-35" state. I suspect that any pickup lines I tried, though, were vastly inferior to Johnny's. But that's what writers do: they make things come out in stories the way they wish they had in real life. (Still, even Johnny has his problems: when Frankie first sees him burst into flame and zoom off, she becomes an instant candidate for post-traumatic stress syndrome.)

All that, and a Jack Kirby cover, to boot! Life was good, especially the life lived in four colors. I kept telling myself that, to keep my mind off my problems. Don't we all?

So here comes #165, and the signs are there that George and I are still having fun with our new romp on "the world's greatest comic magazine." I came up with a title echoing that of a science-fiction story I liked, "The Light of Other Days" by Robert Shaw. (I'd soon use that story's concept as the framing sequence of the black-and-white SF comic *Unknown Worlds of Science Fiction.*) On page 2, a cop calls Reed Richards "Plastic Sam"—indicating he'd read *MAD* back in the mid-1950s when that was its name for a parody of the Golden Age super hero Plastic Man, who of course had influenced Mr. Fantastic's powers. And when, 2-3 pages later, Reed points at a calendar, it's that year's Marvel Calendar—the first of a series, and one I just happened to have produced for Stan.

More fun in #166, 'cause you can't beat a good Thing-Hulk fight (never could—never will!). Guest inker Vince Colletta wasn't really the best choice for George's pencils, or for the *FF.* Which is weird, really—because the fans, and I personally, were perfectly happy with his inking of Kirby and others on *Thor*—but the Thing, in particular, needed a touch that Joe Sinnott alone could supply, it seemed. Well, Vinnie did his best, and it all worked out pretty well.

Joe returned in #167 for the Thing-Hulk finale atop the Gateway Arch in St. Louis, Missouri. Now, I suppose setting that issue in my former home state, which I visited a time or three a year, did help me write off the trip's expenses on my taxes. But national landmarks like the Arch have made great settings for monumental (you should excuse the expression) battles ever since *King Kong*! Kirby's cover, in fact, was later reused on a local magazine when someone wrote an article about Missouri's connection with the current comic book scene. (After all, Gary Friedrich, Denny O'Neil, Steve Gerber and I had all hailed from the east side of that sovereign state.)

The ending of #167, however, had left the Fantastic Four one hero short, now that the Thing had turned back into Ben Grimm and had no way (even if he wanted to) of reverting to a granite-like state. To replace him, in #168, I decided to bring in Luke Cage, a.k.a. Power Man. I'd always wanted to try my hand at writing that character, after working with Stan, Archie Goodwin, John Romita, and George Tuska to create the hero a few years earlier. Sure, most readers—and I myself—were certain the Thing would be back…but I could make them wait, and work a few new twists into *Fantastic Four* while doing so.

With #169, George Pérez was off to other series, and Rich Buckler and I were reunited on a title on which we enjoyed working in tandem. (Well, actually, I enjoyed *everything* I ever worked on with Rich.) By story's end, we had Ben Grimm come face to face with—the Thing. I hoped some readers might think we were pulling another "split personality" thing, like Herb Trimpe and I had done with Bruce Banner and the Hulk earlier. But it was something else entirely.

Ben had long wanted to be, if not entirely free of his Thing persona, at least able to control the change, so he could be both Ben *and* the Thing. So we gave him his chance, sort of, by having Reed design a Thing-shaped exo-skeleton Ben could wear. That way he'd have the best of both possible worlds—or so he'd think.

Hey—I just realized I've gotten halfway through this intro and, except for Marvel Boy/Crusader and the Hulk, both of whom are also *heroes*, I haven't mentioned any of the *super villains* in this sequence of stories. At this juncture, I was more interested in concentrating on heroes, even if I'd turned one of them into a berserker. In #170, for instance, the bad guy was the Puppet Master—father of Ben's girlfriend. Rich and I got some mileage out of that—but it was really the heroes that were our focus. The villains just gave the heroes someone to bump up against.

That was true even in that year's *Fantastic Four Annual,* in which I had the F.F. (including the exo-skeleton-wearing Ben) meet the Invaders, the new/old super-group I'd designed so I could write

super hero stories set during the Second World War. I was happily reunited with Big John Buscema on the *Annual*, and he did an even more splendid job than usual. Sam Grainger inked the issue in his best Joe Sinnott style, but no one could have made the full pencils John drew for that story look as good, as grand, as they did before ink was applied. The half-page panel that introduces Captain America, the original Torch, and Sub-Mariner at Allied HQ was, in pencil, a moody masterwork I wanted to cut out and frame over my desk. Inked, it's still a great-looking panel…but it has lost an ineffable something. Well, *c'est la vie.* We were in the job of producing good, saleable comic books—not pinups.

Near story's end, I swiped a key scene from Stanley Kubrick's wonderful if disturbing film *Dr. Strangelove* when the Thing rides a rocket down toward the castle from which it'd been launched. I just assumed that John had seen that movie (he probably had) and asked him to do an homage of that scene.

During that year (1976), I was still having enormous fun with my newest four-color plaything, *The Invaders.* And, since I'd also been asked to write (and thus edit) the first *Marvel Two-In-One Annual,* starring the Thing, I carried over aspects of the FF/Invaders storyline into it. Instead of the Invaders, I used the Liberty Legion as guest stars, the group I'd devised of some of Timely Comics' lesser lights from WWII comics: the Patriot (a poor man's Captain America, if ever there was one), Red Raven, Miss America, the Whizzer, Blue Diamond, Jack Frost, and the Thin Man (who had taken his name but nothing else from the classic detective novel by Dashiell Hammett). For a new villain to interact with the ever-sinister Master Man and Merrano, I asked artist Sal Buscema (John's younger—and very talented—brother) to take the basic concept of an aviator hero like, say, Quality Comics' Blackhawk, and turn him into Sky Shark, complete with a plane sporting the same shark's grin that the real-life Flying Tigers of that war had displayed.

For an extra touch, I remembered that Jazzy Johnny Romita, in between penciling *The Amazing Spider-Man* and correcting some novice's artwork as Marvel's art director, had once told me he'd had a job as a kid, delivering packages for doctors in the Times Square area. So I had Sal draw a kid Romita into the action, though John told me we made him a bit too fleshy. But he enjoyed the in-joke, as did many readers. And, as a weapon of WWII destruction on America's home front, what could beat a Flying Swastika?

Only thing is, I came up with so much material for that *MTIO Annual* that I forgot one little detail: we only had 35 pages to squeeze it all into. So I wound up scripting the next month's regular-size *MTIO,* as well, where Sal and I finally finished off what in some ways was a 90-page story that had begun in *FF Annual* #11. And, once again, there was a sterling Jack Kirby cover to top it all off!

After that—or, truthfully, in terms of real time, *during* that—it was time for Rich and me to do another issue of *Fantastic Four.* Galactus hadn't come to Earth lately looking to take a bite out of it, so #171 was as good a time as any. But who should be his newest herald? I came up with the notion of an intelligent, golden-furred gorilla. Perhaps not one of the great tales, as Galactus invasions go, but I did write a cover blurb I got a kick out of: "*Not* just another *giant gorilla* story!" We all knew there'd been plenty of *those!* My friend, cartoonist Scott Shaw!, has used that cover ever since as part of his "Oddball Comics" presentation at comics conventions. I'm proud to say that cover blurb always gets a laugh. It was supposed to.

By the next issue, we rung in the High Evolutionary, as well—I'd always liked him. Apparently, not enough to write the entire story, however. I plotted it with returning fill-in artist George Pérez, but something must've come up. Most likely it was preparations for upping stakes and moving to Los Angeles in July of '76, after eleven eventful years in New York. Having first accepted, then apologetically reneged on, an offer from Stan for me to return as editor-in-chief, I'd decided the best way to draw a line under that part of my life was to ship myself all the way to the opposite coast, where hopefully I'd never again be tempted to take an office job. Bill Mantlo stepped in to admirably pinch-hit for me. (Bill was a good writer, years later brought low by a hit-and-run accident…I wish I'd gotten to know him better, in the little time we had.)

For the next three issues (#173-175), John Buscema had stepped back in to help me finish off this little quintology (is that what you call a trilogy that has five parts?). We roped in Torgo, another Lee/Kirby creation. It's funny—Jack hadn't drawn a Fantastic Four story for years, and Stan Lee hadn't written one for several—yet the rest of us all lived and worked in the shadow of those two giants and the fabulous creations they'd devised in the 1960s. In this five-issue epic alone, we were utilizing Galactus, the High Evolutionary, and Torgo—plus bringing in the newest stand-in for the Silver Surfer.

Buscema loved Kirby's work, though he never really liked doing super heroes, and he enjoyed drawing *Fantastic Four* less than most, to hear him tell it. Yet, for some reason, he decided he wanted to ink one issue of this saga—and I wasn't about to say no to that. Joe Sinnott would have been slicker, of course, but a full art job by Big John had its own power, its own intrinsic artistic integrity.

As it happened, #175 was also the issue in which Ben Grimm—finally, inevitably, almost triumphantly—becomes the Thing in earnest again, as opposed to a guy in a hard-wired orange suit. It's as if we knew, forty years ago (*forty freakin' years!?*), that one day a hardcover volume of *Marvel Masterworks* would end at just that point, so we wouldn't have to carry over any continued stories into the next one.

By the time *F.F.* #176 went on sale, around August of '76, I was safely ensconced in L.A., in a singles complex just up the hill from the movie studio then shared by Warner and Columbia (it would soon revert entirely to Warner) and from the "beautiful downtown Burbank" made famous on TV's *Laugh-In.* I was seeking a new life, new challenges—while at the same time having enormous fun (and I hope imparting a bit of that fun to the readers) chronicling the adventures of Marvel's flagship fighting team. Another few months, although I didn't know it then, and I'd meet the gorgeous, sharp-as-a-tack redhead with whom I'd share the second half of my life and more.

So, to answer my question back at the start of this intro: Life *is* good. You just have to wade through a lot of crud before you realize it.

2014

Roy Thomas, who's been a writer and editor in and around the comics field since 1965, currently scripts the occasional comic book, edits the comics-history magazine Alter Ego, *works on the* Spider-Man *newspaper comic strip with Stan Lee, writes online strips about* Tarzan *and* John Carter of Mars, *scribes an ongoing adventure strip for the Dutch magazine* Eppo*—and is just finishing up a pair of humongous books on Marvel and Stan Lee for the German publisher Taschen. Did he mention that life is good?*

FANTASTIC FOUR

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THE WORLD'S GREATEST COMIC MAGAZINE!

FANTASTIC FOUR®

STOP HIM! WITH POWER LIKE HIS, HE COULD DESTROY THE WORLD!!

THE COMING OF THE CRUSADER!

A brilliant scientist— his best friend— the woman he loves— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!
MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! Now they are the FANTASTIC FOUR— and the world will never again be the same!

Stan Lee PRESENTS: THE FANTASTIC FOUR!™

THE CRUSADER SYNDROME!

ROY THOMAS * GEORGE PEREZ * JOE SINNOTT
WRITER/EDITOR * GUEST ARTIST * EMBELLISHER
P. GOLDBERG, colorist * JOHN COSTANZA, letterer

FEATURING THE TOTALLY UNEXPECTED, WHOLLY UNASKED-FOR, YET NOT UNEVENTFUL RETURN OF A REAL MARVEL, BOY!

HOLY JUMPIN' JEHOSEPHAT!

OH, BEN! I'M SORRY! I DIDN'T MEAN TO--

DON'T APOLOGIZE, HONEY! YOU DID JUST WHAT YOU WERE SUPPOSED TO-- AND BEN KNOWS IT!

HOW ELSE CAN WE TEST THE CURRENT STRENGTH OF YOUR INVISIBLE SHIELD--

--EXCEPT BY TESTING IT AGAINST THE CLOSEST THING I KNOW OF TO AN IRRESISTIBLE FORCE?

YOU MADE IT, SUE! YOU'RE NOW AN OFFICIAL, BONA FIDE IMMOVABLE OBJECT!

BEN--ARE YOU ALL RIGHT, MY DARLING?

IT SOUNDED AS IF--YOU STRUCK SOMETHING--!

NUTHIN' I CAN'T HANDLE, ALICIA-BABY.

YEAH. NUTHIN' I CAN'T TAKE CARE OF--

--STARTIN' RIGHT HERE AN'--

--NOW!

BEN--STOP!!

SORRY ABOUT THAT, SUZIE, BUT I GOT MY MANLY PRIDE TA--

YEEOW!

PHRAK-K

SUE! YOU DUCKED!

YA WANNA HEAR SOMETHIN', STRETCH?

SOME THINGS YOU SAY ARE MORE HELPFUL THAN OTHER THINGS, Y'KNOW?

WHAT GOT INTO YOU, HONEY? BEN COULD'VE BEEN HURT--!

DON'T BE SILLY, MY DARLING REED...

I KNOW BEN'S CAPABILITIES ABOUT AS WELL AS YOU DO, BY NOW...

...AND I KNEW IT WAS EITHER PLAY THE ARTFUL DODGER, OR ELSE GET CLOBBERED, AS THEY SAY.

LOOK AT IT THIS WAY, DEAR HUBBY...

AT LEAST I MADE SURE I WAS STANDING IN FRONT OF AN EMPTY WALL--NOT YOUR PRECIOUS ELECTRONIC PLAYTHINGS!

YER ALL *HEART*, SUZIE. NOW, IF I I JUST HAD ME AN *EXCEDRIN*...!

NOW, *BEN*-- I CAN TELL FROM YOUR VOICE YOU'RE ONLY *TEASING* SUE.

YA *HEAR* THAT?

HA! LOOKIT *ROCKS*-- FAW FRUM UNCA BEN'S *HEAD!*

I BEEN *HOOMILIATED*-- IN FRONT 'A MY OWN *GOD-CHILD!*

LISSEN, STRETCH-- I THINK I'LL JUST TAKE YER LITTLE *WIFEY* HERE OVER MY KNOBBY LITTLE *KNEE*..!

WITH MY *BLESSINGS*, OLD FRIEND. SHE'S GOT IT *COMING!*

YOU *HEARD* 'IM, SUZIE. *C'MERE!*

YOU'LL HAVE TO *CATCH* ME, *MISTER* THING--

--IF YOU *CAN!*

HEY! NO FAIR TURNIN' *INVIS-IBLE!*

WHAT ELSE *SHOULD* THE INVISIBLE GIRL TURN? *BLUE?*

AW, FER CRYIN' OUT *LOUD*-- NOW SHE'S MAKIN' *ME* DO A FADE-OUT!

MAKE 'ER *STOP*, REED!

HOW CAN I *WALK*-- IF I CAN'T EVEN SEE MY OWN *FEET?*

CUT IT OUT, SUZIE-- BEFORE THERE'S NUTHIN' LEFT OF ME BUT A *SMILE*--

--AN' I *AIN'T SMILIN'!*

VERY *WELL*, DEAR BEN...

...BUT *ONLY* BECAUSE YOU'VE LEARNED YOUR *LESSON!*

WHEW! I'M ALL IN *ONE PIECE* AGAIN-- OR AT LEAST, ONE *BUNCH 'A* PIECES!

--THOUGH, WITH *MY* KISSER, MEBBE I WUZ BETTER OFF PLAYIN' *CLAUDE RAINS!*

NOW, NOW, OLD BUDDY-- DON'T FORGET THE *PURPOSE* OF THIS WHOLE EXPERIMENT:

TO TEST MY *THEORY* THAT SUE'S EXPERIENCE WITH XEMU'S *THUNDER-HORN** HAD PERMANENTLY *INCREASED* HER POWERS-- BOTH OF *INVIS-IBILITY* AND OF CASTING *FORCE FIELDS.*

AND I WAS *RIGHT.*

THAT MEANS I'LL BE A MORE *VALU-ABLE* MEMBER OF THE TEAM THAN EVER *BEFORE.*

COME TO *MOMMY*, DARLING...

I'M SO *HAPPY* FOR YOU, SUSAN...!

* AS RECOUNTED IN F.F. #159. --ROY.

OH WOW! IF I COULD BOTTLE ALL THE SWEETNESS AND LIGHT IN THIS PLACE--

--THE PRICE OF SUGAR'D HIT A NEW LOW!

HELLO, JOHNNY.

WHAT 'RE YOU ALL DUDED UP FOR, SQUIRT?

WHAT DO YOU THINK, PLASTER-OF-PARIS PUSS?

I'VE GOT ME A DATE-- IF IT'S OKAY WITH YOU, THAT IS.

NEW THREADS WHITER TEETH-- AND FRESH BREATH--

TALK ABOUT YOUR WINNING COMBOS!

YOU CAN SKIP THE COMMER-CIALS, LITTLE LORD FAUNTLE-ROY.

YOUR CARRIAGE AWAITS--

WELL, YER ELEVATOR, ANYHOW.

NO WAY, BEN.

IF I GET STUCK IN THE CROSSTOWN TRAFFIC, MY DATE'LL BE ON SOCIAL SECURITY BY THE TIME I GET THERE.

BESIDES, I'VE GOT MY OWN METHODS...

...AND I DON'T HAVE TO STOP FOR RED LIGHTS.

HAVE FUN, JOHNNY.

DON'T COME HOME TOO LATE, DEAR.

NOW WHY DID YOU HAVE TO SAY THAT, HONEY?

YOUR KID BROTHER'S OLD ENOUGH TO TAKE CARE OF HIMSELF.

FORCE OF HABIT, I GUESS. YOU SHOULD KNOW ABOUT THAT, REED DEAR.

FLAME ON!

Y'KNOW *WHAT*, REED? I THINK MAYBE YOUR BROTHER-IN-LAW'S STARTIN' TO *FERGIT* HIS OLD ROMANCE WITH *CRYSTAL*.

YOU NEVER *FORGET* YOUR FIRST LOVE, BEN.

YOU SIMPLY... MOVE ON.

ON A MORE *PEDESTRIAN* NOTE, I JUST HOPE JOHNNY REMEMBERED TO *SPRAY* HIS NEW CLOTHES WITH MY SPECIAL *FLAMEPROOFING SOLUTION...!*

HAH! I CAN JUST *GUESS* WHAT EACH OF 'EM IS *THINKING*, RIGHT ABOUT NOW.

YES, PEOPLE... I'M *WORKING* AT GETTING OVER CRYSTAL--WORKING AT IT *REAL HARD*.

AND *NO*, THERE WON'T BE ANY *EMBARRASSING MOMENT* WHEN I DOUSE MY FLAMES AT MY DATE'S *FRONT DOOR*.

SPEAKING OF WHICH--

THERE'S HER APARTMENT BUILDING *NOW*, OVERLOOKING WASHINGTON SQUARE PARK, JUST LIKE SHE *SAID*.

ONLY *ONE* THING I NEGLECTED TO MENTION TO ALL IN-LAWS AND WELL-WISHERS...

THIS LITTLE LADY *DOESN'T KNOW* HER ESCORT FOR TONIGHT IS THE WORLD-FAMOUS *HUMAN TORCH*.

AND *I* INTEND TO *KEEP* IT THAT WAY FOR A WHILE.

AFTER ALL, THE *LAST* ROMANCE I HAD WITH ANOTHER *SUPER-DOER* DIDN'T EXACTLY *PAN OUT*...

...WHICH IS ONE MORE REASON I DON'T WANNA GET *TOO* HUNG UP ON *VALERIA*, BACK IN THE *FIFTH DIMENSION*. *

IT'S TIME I HAD A NICE *NORMAL* TYPE RELATIONSHIP AGAIN...

*A REF TO F.F. #158-159. --SQUEEZED-FOR-SPACE ROY.

...THOUGH THERE IS *ONE* SUPER-HUMAN THING ABOUT THIS CHICK...

NOK

C20

NOK

NAMELY, SHE'S A *LIVIN', BREATHIN' DOLL!*

HI, FRANKIE.

HELLO, JOHNNY.

WASHINGTON SQUARE PARK, FOR YOU OUT-OF-TOWNERS (ALL 200 MILLION OF YOU) LIES ON THE EDGE OF NEW YORK CITY'S GREENWICH VILLAGE.

THE "W" IN "GREENWICH," BY THE WAY, IS SILENT...

...AND IT'S THE ONLY THING IN THE AREA THAT IS!

ART FAIRS--ROCK JOINTS -- YOU SURE LIVE IN A SWINGIN' PART OF TOWN, FRANKIE.

WHAT ABOUT YOU, MYSTERY MAN?

WHERE DO YOU HANG YOUR NON-EXISTENT HAT...

...WHEN YOU'RE NOT ENCOUNTERING LONELY U.N. TRANSLATORS IN 2nd AVENUE SINGLES BARS?

YOU'VE GOT TO ADMIT MY OPENING LINE WAS GOOD:

"FRANKIE AND JOHNNY WERE SWEETHEARTS...

"...MAYBE THERE'S A LESSON THERE FOR ALL OF US!"

CORNY, BUT EFFECTIVE. ACTUALLY IF YOU WANT TO KNOW WHAT TURNED ME ON TO YOU, IT WAS YOUR--OHH!

WHAT--?

LIGHT! BLINDING, BEDAZZLING, BRILLIANT-- DROWNING EVEN THE MAYTIME SUN--

HOLY CRUD!

--AND A MILLING CROWD INTO A FRIGHTENED MOB!

JOHNNY-- I C-CAN'T SEE--!

YOU'LL BE OKAY! YOU JUST--

LOOK! UP THERE-- ON TOP OF THE ARCH--!

WHO THE DEVIL IS THAT?

NO, YOU SIMPERING CLOWN-- NOT THE DEVIL! QUITE THE OPPOSITE!

I, MORE THAN ANY, AM ON THE SIDE OF THE ANGELS!

YOU MAY CALL ME-- --THE CRUSADER!

FOR, I'VE SWORN A *HOLY WAR* AGAINST ALL THAT IS *EVIL* AND *CORRUPT* IN SOCIETY--

AND I'LL *NOT REST* UNTIL I'VE *LAID LOW* THE FORCES OF *GREED* AND *INJUSTICE!*

HEAVY! HE'S CORNIER THAN ME *OR* REED! MAYBE HE'S JUST A PART-TIME *NUT,* AND I WON'T HAVE TO GO INTO *ACTION* AGAINST HIM--

BUT THEN HOW'D HE CAUSE THAT *FLASH*-- OR GET UP ON TOP OF THE *ARCH?*

DON'T TOUCH THAT DIAL, TORCH--

--'CAUSE YOU'RE ABOUT TO *FIND OUT!*

YES, MY FRIENDS-- *YOU* MAY CALL ME THE *CRUSADER--*

BUT, THERE ARE *OTHERS*--THE *WOLVES* AMONG YOU--THE *LEECHES* --THE *BLOOD-SUCKERS--*

--AND *THEY* SHALL CALL ME ONLY--

--*DEATH!*

SHAKKA-

BOOM!

HELLO, CALVIN McCLARY!

WH-WHO ARE YOU??

WHAT HAVE YOU D-DONE TO THIS BUILDING? I--

CALVIN-- GET BACK! HE-HE'S COMING FOR YOU--!

I'VE COME MUCH FURTHER FOR YOU THAN EITHER OF YOU COULD EVER IMAGINE!

NO! NO! KEEP AWAY FROM ME!

AND NOW, McCLARY--!

WHAT ARE YOU GOING TO DO--?

ALAS, EVEN OUT OF EARSHOT ACROSS THE STREET, JOHNNY STORM CAN GUESS THE ANSWER TO THAT ONE...!

JOHNNY! COME ON! WE'VE GOT TO FIND A COP!

WHAT'S WRONG WITH YOU??

I DON'T WANT TO REVEAL WHO I AM! I DON'T!

BUT--IF HE DOES WHAT I THINK HE WILL--

AAAA

BLAST! HE DID IT!

FLAME ON!

THAT MEANS I'VE GOT NO CHOICE BUT TO--

NEXT MOMENT:

HAVE YOU EVER STOOD NEXT TO A **ROMAN CANDLE** WHEN IT SUDDENLY WENT OFF, WITH A **BLINDING FLARE?**

THEN TRY TO IMAGINE THAT THAT ROMAN CANDLE IS A **HUMAN BEING**--A YOUNG MAN WITH WHOM YOU'D BEEN SPENDING A QUIET **AFTERNOON**--

--AND YOU'LL SENSE SOME OF THE **TRAUMA** OF A GIRL NAMED **FRANKIE RAYE!**

POOR KID! I'LL EXPLAIN THE WHOLE THING TO HER **LATER**--

BUT, JUST RIGHT **NOW**--

--THERE ISN'T **TIME!**

GOT TO **INTERCEPT** THAT GUY-- BEFORE HE CRASHES INTO ONE OF THOSE **BUILDINGS**--

C'MON, HERO! YOU'RE A TRUE-BLUE, TRIED-AND-TRUE, CARD-CARRYING **SUPER-STAR!**

YOU CAN DO IT! DO YOU **HEAR** ME, BUDDY?

CAN YOU, TORCH?

YOU CAN DO IT!

HOHAA

COOL IT, MISTER! I CAUGHT YOU!

WHEW!

AND, IF MY HANDS FEEL A WEE BIT WARM--

--JUST BE GLAD I DIDN'T FORGET AND FIRE UP COMPLETELY, OR I'D HAVE TURNED YOU INTO A FRENCH-FRY.

I'LL PUT YOU DOWN NEXT TO FRANKIE HERE, AND--

FRANKIE? YOU OKAY?

BUT THERE IS NO ANSWER...

...SAVE FROM AMID THE RUBBLE ACROSS THE STREET!

I KNOW YOU!

YOU'RE THE HUMAN TORCH--

--AND YOU SAVED THAT ROTTEN SCUM!

COOK, YOU--I DON'T MAKE A GUY TAKE A PERSONALITY TEST BEFORE I STOP HIM FROM BEING SQUASHED LIKE A BUG.

AND, SPEAKING OF PERSONALITIES--DO YOU KNOW YOU'RE EXHIBITING DEFINITE ANTISOCIAL TENDENCIES?

I'LL STALL HIM WITH SOME DOUBLE-TALK I PICKED UP FROM REED-- OR WAS IT SPIDEY--

--TILL I GET CLOSE ENOUGH TO DO--

--THIS!

FTAM!

YOU'RE GOOD, TORCH--IN YOUR OWN BUMBLING WAY.

BUT I CAN LEAP AS QUICKLY AS YOUR FLAMES CAN SHOOT--

--AND I'M *STRONGER* THAN YOU ARE-- *FAR* STRONGER!

CAN THE *HARD-SELL*, PAL.

SURE, YOU'RE A REAL BARGAIN-BASEMENT *SAMSON*-- BUT THE *HUMAN TORCH* KNOWS A FEW TRICKS, *TOO*--

--SUCH AS *MELTING* THIS HUNK OF CONCRETE, SO IT NEVER EVEN *TOUCHES* ME!

NOW *LOOK OUT*, PAL-- 'CAUSE *HERE I COME!*

AND *THERE YOU GO!!*

SPOW!

:UNNNH!: THAT *HURT!*

THAT COSTUMED WEIRDO SEEMS *IMMUNE* TO MY FLAMES-- YET HE'S NO *ROBOT* OR *ANDROID!*

THAT WAS A *FLESH-AND-BLOOD* FIST THAT NEARLY DIS-LOCATED MY JAW.

NOW, *STAND ASIDE*, TORCH-- AND LET ME *COMPLETE* MY MISSION!

NO WAY, CLYDE! WE'LL SEE HOW YOU TAKE A RAIN OF *FIRE-BOLTS* FIRST--!

I'VE NO MORE *TIME* TO WASTE ON FLYING, FLAMING *BUFFOONS!*

YOU'RE ON THE *WRONG SIDE* IN THIS BATTLE--

MY *EYES!* CAN'T--*SEE*--!

AND *NOW*, YOU SHALL BE ON *NO* SIDE!

I'M--BLIND! ONE BURST OF LIGHT-- FROM THAT GIZMO ON HIS WRIST-- AND EVERYTHING'S GONE BLACK!

CAN'T LAND! HEAVEN HELP ME-- I CAN'T EVEN TELL WHERE THE GROUND IS!

AND--FLYING WILD LIKE THIS--I'M LIABLE TO DESTROY A BUILDING--

--MAYBE EVEN KILL SOMEBODY!

ONLY ONE DIRECTION OPEN TO ME--

--AND THAT'S STRAIGHT UP!

NOW, McCLARY-- IT IS TIME I DEALT WITH YOU!

HAVE YOU ANY FINAL WORDS?

H-HOW DO YOU KNOW ME? WHY HAVE YOU COME AFTER ME LIKE THIS??

I DON'T KNOW YOU--NEVER SAW YOU BEFORE--!

TRUE ENOUGH, IN ITS FEEBLE WAY.

YOU HAVE NEVER SEEN ME BEFORE.

BUT, IF I'M NOT THE FIRST THING YOUR EYES EVER BEHELD--

--I SHALL MOST ASSUREDLY BE THE LAST.!!

NNNOOO!

YES!

THE SOUND OF CONCRETE, RICOCHETING OFF A WALL TO STRIKE ITS FINAL TARGET, MINGLES FOR A MOMENT WITH A FRIGHTENED WOMAN'S SHRILL SCREAM--

--AND, WHEN ALL IS SILENT AGAIN--

SO! IT IS DONE! YOU HAVE PAID, CALVIN McCLARY--

YET, THERE ARE OTHERS LIKE YOU-- OTHERS, WHO STILL WALK FREE!

AND THEY, TOO, SHALL FEEL THE FULL UNFETTERED WRATH OF--

--THE CRUSADER!

FZZAK!

GOOD LORD! HE'S GONE-- AND IF WE HADN'T COVERED OUR EYES, HE'D HAVE BLINDED US JUST LIKE HE DID THE TORCH!

THE-- TORCH--

WHILE, HIGH ABOVE, AND ALREADY OVER ANOTHER PART OF THE CITY--

FLAME-- GOING! CAN'T STAY ALOFT MUCH LONGER--

ONLY ONE CHANCE-- OUR OLD F.F. SIGNAL--

DON'T HAVE TO SEE-- TO MAKE IT--!

BUT-- THAT FINISHED ME! TOO DIZZY-- WEAK--

--CAN'T--!

I TELL YA, I SAW A *FLASH O' LIGHT* OUT THE WINDOW, AN'--*HOLY CROW!*

IT'S THE *KID*--AN' HE'S *FALLIN'!!*

OH MY GOD! REED-- YOU'VE GOT TO *SAVE* HIM!

IT'S *NO GO!* EVEN THE *FANTASTICAR* CAN'T GET TO HIM IN *TIME!*

MAYBE THE *'CAR* CAN'T--

--*BUT I CAN!*

HOLD ON TO ME, BEN! I'M GOING TO *CATCH* HIM!

SPOKE TOO SOON!

HAVEN'T STRETCHED THIS FAR--IN *YEARS!* DON'T KNOW IF I CAN *REACH* HIM--

THE *STRAIN*-- IT'S BECOMING *UNEN-DURABLE*--

HEART PUMPING! EVERY *MUSCLE*-- FEELS LIKE IT'LL *SNAP*--

BUT-- MUST REACH-- JUST A BIT *FURTHER*--

I MUST!!

GOT HIM!

BUT-- WE'RE TOO NEAR THE *GROUND* NOW!

WE'RE GOING TO *HIT,* AND HIT--

SPLAP!

--*HARD?*

POOT!

OH, BEN -- DO YOU THINK THEY'RE BOTH ALL RIGHT?

CAN'T TELL FROM UP HERE, SUZIE. CAN'T EVEN SEE 'EM!

WE'LL KNOW BETTER WHEN STRETCH'S SHRINKING PULLS US TO WHERE THEY'RE AT!

IT LOOKED LIKE YOU BROKE THEIR FALL IN TIME WITH YER LONG-DISTANCE FORCE FIELD -- BUT I DUNNO.

SPEAKIN' O'WHICH, YOU BETTER DO THE SAME FOR US --!

THANKS, LADY.

YER A ONE-WOMAN FIRE-DEPARTMENT!

I ONLY HOPE REED -- AND JOHNNY --

THEY'RE MOVIN'! THEY'RE OKAY! BUT LOOKIT THEM VULTURES BUZZIN' AROUND!

OUTTA THE WAY, DINGBATS, OR I'LL --

LET ME DO IT, BEN -- IN MY OWN WAY!

SUZIE-BABY, I'M BEGINNIN' TA WONDER WHAT YOU NEED WITH THE THREE OF US!?

OH, REED -- IF ANYTHING HAPPENED TO YOU --!

WELL! THE NERVE OF SOME PEOPLE!

HEY! WHAT IN --?

MOVE IT, GILDA! I DON'T WANNA MESS WITH THEM TWO!

SECONDS LATER, AS AN INVISIBLE FORCE FIELD (WHAT ELSE?) KEEPS AWAY THE GAWKERS AND SIGHT-SEERS...

WAY TA GO, SUE. LET 'EM EAT THEIR HEARTS OUT.

YOU OKAY, STRING-BEAN?

A LITTLE THE WORSE-- FOR WEAR, PERHAPS. HOW ABOUT YOU, TORCH?

YEAH... GUESS SO. BUT I WON'T BE STARTING ANY BON-FIRES FOR AN HOUR OR SO!

WHAT HAPPENED TO YOU, JOHNNY?

WE ALREADY KNOW THE ANSWER TO THAT...

SO, LET'S SKIP AHEAD A FEW MOMENTS IN TIME, TO--

--AND SO HELP ME, REED, HE BRUSHED OFF MY FLAMES LIKE I WAS NOTHING BUT A FIREFLY!

HE EVEN TALKED AS IF HE'D COME FROM--AN-OTHER WORLD-- FOR THIS REVENGE MISSION OF HIS.

WELL, YOU'VE GOT TO ADMIT-- WE'VE ENCOUNTERED GALACTUS-- THE WATCHER-- THE KREE-- PLENTY OF SKRULLS--

A VISITOR FROM SPACE ISN'T EXACTLY THE NOVELTY TO US THAT IT IS TO MIDDLE AMERICA.

BUT THIS ONE'S AN OUT-AN'-OUT KILLER!

PERHAPS WE'D ALL BETTER GO...

NO, I DON'T THINK SO...

I'VE GOT MY SECOND WIND NOW. NO NEED FOR THE FOUR OF US TO TREK DOWN TO THE VILLAGE.

WAIT FOR ME BACK AT THE BAXTER BUILDING.

IT'LL BE LESS CONSPICUOUS IF ONLY ONE OF US GOES!

A MIDDLE-AGED EGGHEAD IN LONG BLUE UNDERWEAR -- WITH STILTS FER FEET--

--AN' HE WONDERS ABOUT US BEIN' CONSP-- CONSTRIK-- CON--

AW, FERGIT IT.

LET'S GO, PEOPLE...!

... WE ALL BETTER GET SOME *REST.*

LORD KNOWS... WE'RE JUST LIABLE TO *NEED* IT!

NEXT: THE LIGHT OF OTHER WORLDS!

FANTASTIC FOUR

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FANTASTIC FOUR®

RELEASE ME, MONSTER-- OR FEEL THE FULL, FEARSOME WRATH OF THE CRUSADER!

IF I LET YOU GO, I GO SPLAT ALL OVER THE NORTH BRONX!!

IT'S YOU OR ME, BABY! YOU OR ME!

SEE A FIGHTING-MAD THING BATTLE AS NEVER BEFORE--FOR HIS VERY LIFE!!

A brilliant scientist—— his best friend—— the woman he loves—— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!

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Stan Lee PRESENTS: THE FANTASTIC FOUR!™

THE LIGHT OF OTHER WORLDS!

THIS MONTH'S INSTANT SYNOPSIS: HAVING HELPED RESCUE THE **HUMAN TORCH** AFTER HIS NEAR-TRAGIC BATTLE WITH THE SELF-STYLED **CRUSADER***, A BONE-WEARY **REED RICHARDS** STILT-WALKS HIS WAY TOWARD **GREENWICH VILLAGE**...

*LAST ISSUE. --ROY.

BUT, WE'LL HAVE TO **FORGIVE** THE F.F.'S LEADER IF, EVEN NOW, HIS **THOUGHTS** STRAY A BIT:

I ONLY WISH I *FELT* AS RESTORED TO GLORIOUS HEALTH--AS I *LET ON!*

THE OLD *LEGS* ARE WORKING FINE-- BUT IT'S A GOOD THING IT TAKES RELATIVELY *LITTLE* EFFORT FOR ME TO STRETCH THEM IN A *STRAIGHT LINE*--

--!CAUSE I'M AS *SHORT OF BREATH* AS A REFUGEE FROM A *CIGARETTE ANTI-COMMERCIAL!*

ADLY SPARKLERS

WELL, THIS IS *HARDLY* THE TIME TO BE WORRYING ABOUT *MY* PROBLEMS--

ROY THOMAS * WRITER/EDITOR

GEORGE PEREZ * GUEST ARTIST

JOE SINNOTT EMBELLISHER

JOHN COSTANZA, LETTERER

PETRA GOLDBERG COLORIST

--WHEN, DOWN THERE IS A WOMAN WITH REAL TRAGEDY ON HER HANDS!

GOOD! AN AMBULANCE HAS ARRIVED ALREADY--AND THEY HAVEN'T COVERED THE VICTIM'S FACE.

THAT MEANS--HE'S STILL ALIVE!

WELL, TIME TO MAKE A COLORFUL ENTRANCE...

WHAT'S THAT UP THERE?

IT AIN'T A PIGEON-- OR A PLANE--

HEY! JUST WHO THE DEVIL ARE YOU, ANYWAY?

OBVIOUSLY, SOMEONE NOT QUITE AS FAMOUS AS HE MIGHT IMAGINE.

RELAX, SARGE--IT'S MR. FANTASTIC!

OH YEAH-- ONE OF THE FANTASTIC FOUR, RIGHT? REAL NAME'S RICHARD REED...

CLOSE ENOUGH.

WELL, THIS AIN'T AMATEUR NIGHT, PLASTIC SAM...

MRS. McCLARY'S VERY UPSET, SO WHY DON'T YOU JUST BUZZ OFF TO OUTER SPACE OR WHEREVER YOU--

OFFICER-- WAIT! YES-- OUTER SPACE!

I J-JUST REALIZED-- HOW THAT FIEND MIGHT HAVE KNOWN M-MY POOR HUSBAND'S NAME!

WHAT? TELL US, MA'AM-- PLEASE!

W-WELL...

"IT WAS... YEARS AGO, JUST BEFORE THE OUTBREAK OF WORLD WAR TWO. A FRIEND OF CALVIN'S-- A DR. HORACE GRAYSON-- YOU MIGHT REMEMBER HEARING OF HIM-- CLAIMED HE HAD INVENTED A ROCKET CAPABLE OF REACHING OUTER SPACE...

"CALVIN WAS ALREADY HEAD OF HIS BANK-- AND DR. GRAYSON CAME TO HIM...

BUT, CAL-- WITHOUT THIS LOAN, I MAY NOT COMPLETE MY ROCKET! AND I MUST!

I'M... SORRY, HORACE. I WISH...

IF ONLY YOU HAD SOME COLLATERAL...!

NEVER MIND! I'LL FIND A WAY TO ESCAPE THIS PLANET! I MUST-- FOR YOUNG ROBERT'S SAKE!

"WEEKS LATER, HE VANISHED-- NEVER TO BE HEARD FROM AGAIN --HIS INFANT SON WITH HIM!

BEGGIN' YOUR PARDON, MA'AM... BUT WHAT DOES THAT STORY HAVE TO DO WITH--

HIS VOICE, OFFICER --I KNEW I RECOGNIZED THE CRUSADER'S VOICE!

IT WAS YOUNGER, STRONGER---

--BUT HE HAD DR. GRAYSON'S VOICE!

OMINOUS WORDS. AND, NEXT DAY, AT THE BANK OF WHICH CALVIN McCLARY IS PRESIDENT...

BE LUNCH SOON. WONDER WHAT THE WIFE'S PACKED ME TO EAT.

BEST NOT TO THINK ABOUT IT.

HEY, WHAT'S--?

PLUNK!

METAL! HOT METAL--

--AND IT'S FALLIN' FROM THE ROOF!

THEN, AN EYE-DAZZLING FLASH--WHICH, FORTUNATELY FOR THOSE WITHIN, THEY SEE ONLY IN PART--

--AND TROUBLE DROPS IN!

WHO THE--?

CHARLIE--IT MUST BE THAT GUY THEY SAY ZAPPED MR. McCLARY--

THE NAME IS CRUSADER, FOOL--

--AND THIS WILL ASSURE THAT YOU NEVER FORGET IT!

SLAP!

NOR WILL THAT TOY HELP YOU AGAINST ME!

HOLY HANNAH!

THIS WAS HIS BANK!

ALL THAT IS EVIL IS FOUND HERE--WITHIN THESE FOUR WALLS--

--AND THEY SHALL NOT STAND!

AND, SAD TO SAY, THEY SOON DO **NOT**-- SO THAT NOTHING BUT AN **EMPTY SHELL** OF THE BANK REMAINS, BY THE TIME THE VENGEFUL **CRUSADER** HAS FINISHED HIS WORK...

...WHILE, FROM MIDTOWN, THE **FANTASTIC FOUR** LEARN OF HIS HANDIWORK WITH AWE... AND **ALARM.**

THERE IS, FRANKLY, MUCH TO **HEAR** ABOUT...

FOR, IN THE DAYS THAT FOLLOW, **TWO MORE** BRANCHES OF THAT BANK ARE ATTACKED...

...AND, EACH TIME, THE FRUSTRATED **F.F.** ARE ON THE SCENE-- BUT ONLY TO VIEW THE SHATTERED **REMAINS.**

THEY ARE NOT A **PRETTY** SIGHT.

DAILY BUGLE

SELF-APPOINTED CRUSADER STRIKES AGAIN!

BLASTS APART THIRD BRANCH OF FRANKLIN PIERCE NATIONAL BANK

BUGLE PUBLISHER J. JONAH JAMESON NOTES STRONG RESEMBLANCE BETWEEN CRUSADER AND SPIDER-MAN

NUTS!

WHY DON'T THAT *CRUSADER* KOOK COME OUT IN THE *OPEN*, AND SLUG IT OUT *MAN* TA *MAN*?

IF I EVER GET MY *MITTS* ON 'IM, I'LL--

BEN, *PLEASE*-- NO *VIOLENCE* IN FRONT OF LITTLE *FRANKLIN*!

PERHAPS VIEWING THESE LATEST *BANK FILMS* WILL HELP SOME-HOW...!

YOU WANNA SOLVE *PROBLEMS*-- TRY SOLVING *MINE*!

I BLEW A DATE WITH A GORGEOUS CHICK WHO WAS REALLY DIGGIN' MY STYLE, AND NOW THAT SHE KNOWS I'M A FLAMIN' *FREAK*--

--SHE *HANGS UP* ON ME WHEN I *PHONE*!

TOUGH *TOOTSIE-ROLL*, KID.

HEY, *BIG BRAIN* --SINCE OUR BOY NEVER *STOLE* NOTHIN', WADDA YOU EXPECT TA *LEARN* WATCHIN' THEM FILMS?

TA COIN A PHRASE, THIS AIN'T *BANK NIGHT AT THE MOVIES*, Y'KNOW.

THAT'S JUST IT, BEN. IT WAS *NEVER* BANK NIGHT...

...OR EVEN *MORNING*, FOR THAT MATTER.

THE CRUSADER *INVARI-ABLY* ATTACKS AT *MID-DAY*...

...AND *THEN* ONLY ON *SUNNY* DAYS, LIKE THE ONES I'VE *CIRCLED*!

YEAH-- AN' *WE* ARRIVE ON THE SCENE, ABOUT TEN MINUTES AFTER HE'S *SPLIT*...

YOU PICK UP ANOTHER *BRICK* FOR YER COLLECTION, AN' WE GO *HOME*.

THERE'S *METHOD* IN MY MADNESS, OLD FRIEND.

WELL NOW, THAT MAKES ME FEEL ALL *BETTER*...

'COURSE, IF I WUZ MANAGER OF A *GROVER CLEVELAND NATIONAL BANK*, I MIGHT BE LESS *PHILOSOPHICAL* ABOUT IT.

THEN WHY AREN'T WE OUT *PATROLLING* LIKE CRAZY?

JOHNNY, REED'S THE *LEADER* OF THIS TEAM...

THE *PAPERS* SAY PEOPLE 'RE STAYIN' AWAY FROM *ALL* THEIR BANKS IN *DROVES*.

I'M *SURE* HE KNOWS WHAT HE'S *DOING*.

THANKS, HONEY. I JUST HOPE YOU'RE --*UH OH*!

NOW WHAT, STRETCH? SOME-BODY'S *CAT* STUCK UP A TREE?

NO CHANCE, BEN! THAT SIGNAL MEANS MY *RADIATION-GRID* IS ABOUT TO BE *ACTIV-ATED*!

AN' *THAT* MEANS--?

THAT THE *CRUSADER* IS STRIKING AGAIN-- AT THIS VERY *MOMENT*!

HMMM... ACCORDING TO THE GRID, THE PRIMARY *RADIATION SOURCE* IS IN *SECTOR 3*, COORDINATES 10-54.

ENGLISH, RUBBER MAN! I KEEP TELLIN' YA-- *ENGLISH!*

THE *BRONX*, BEN.

WILD! I DIDN'T THINK *ANYBODY* WENT THERE ANYMORE!

WELL, FRANKLIN, I *GUESS* IT'S TIME TO TURN YOU OVER TO *AUNT ALICIA* FOR A LITTLE WHILE.

ARE *YOU* COMING, REED?

NEGATIVE. I'VE GOT THINGS TO DO *HERE.*

YOU THREE GET MOVING-- RIGHT *NOW!*

?

MOMENTS LATER, THE WINDOW-WASHERS AND SKY-GAZING TOURISTS IN MANHATTAN GET A DECIDED THRILL--

--AS A SILVER BULLET CALLED THE FANTASTICAR STREAKS ACROSS THE NOONDAY SKYLINE, TOWARD--

I ONLY WISH WE KNEW WHAT *PLAN* REED HAS UP HIS SLEEVE--IF *ANY.*

HE'S SO *HAGGARD* AND *PRE-OCCUPIED* LATELY--EVER SINCE OUR LAST ENCOUNTER WITH *DR. DOOM.*

BUT I'M HIS *WIFE*-- NOT HIS *MOTHER.*

I'LL LEARN WHAT'S WRONG-- WHEN REED IS *READY* TO TELL ME!

THE *BRONX!* SHEESH!

I AIN'T HARDLY BEEN UP THERE SINCE THE *GIANTS* MOVED TA *FRISCO!*

HOT DOGS AN' BEER AT THE *POLO GROUNDS!* THEY JUST DON'T *MAKE* SUNDAY AFTERNOONS LIKE THAT NO MORE!

I KNOW I SHOULDN'T WASTE ENERGY *FLYING* NORTH, WHEN I COULD *RIDE*-- BUT AFTER THE WAY THAT *CRUSADER* CRUMB MESSED UP MY *LOVE LIFE--*

--IT'S THE ONLY WAY I KNOW TO *LET OFF STEAM!*

--AND IT'LL TAKE MORE THAN A SHORT HOP *UPTOWN* TO COOL ME DOWN!

WELL, HERE'S THE *BANK!* WISH I'D ASKED REED WHAT *KIND OF RADIATION* HE DETECTED.

HE'D NEVER LET US COME ALONE IF IT WAS *DEADLY.* OH WELL...

GROVER CLEV

WHILE, INSIDE GROVER CLEVELAND NATIONAL BANK -- ASSETS: $14,000,000; CUSTOMERS TODAY--

THREE! ONLY THREE CUSTOMERS-- AND *THEY'RE* ALL MAKING *WITHDRAWALS!*

BUT, MR. MORGAN-- YOU CAN'T EXPECT PEOPLE TO *ENDANGER THEIR LIVES* JUST TO BANK AT *CLEVELAND NATIONAL*--

I TELL YOU, THIS SO-CALLED *CRUSADER* IS SENDING ME TO THE *POOR-HOUSE!*

MATTER OF FACT, THE *WIFE'S* BEEN AFTER ME TO *GIVE YOU NOTICE,* AND--

WAIT A MINUTE!

LOOK, I'VE GOT A RIGHT TO *QUIT* IF I--

THAT'S NOT WHAT I *MEAN--!*

THE WHOLE PLACE IS GETTING *WARM-ER*--AND THE HEAT'S COMING FROM-- *THAT WALL!*

FROM *BEYOND* THE WALL, FOOL!

FROM ME!!

IT'S THE *CRUSADER!* IT'S *GOT* TO BE!

AS INDEED IT *IS.*

AND, SINCE *YOU* SEEM TO BE IN *CHARGE* OF THIS INSTITUTION OF OPPRESSION--

L-LET GO-- PLEASE--!

ANYTHING YOU *SAY!*

AAAAA

AAAAA

HUH?

NICE CATCH, SIS!

YOU AGAIN! AND THIS TIME, YOU'RE NOT ALONE!

WELL, YOU KNOW HOW UNSAFE THE STREETS ARE THESE DAYS, CRU-BABY.

AW, STOP MAKIN' SMALL TALK WITH 'IM, TORCHIE, AND LEMME CLOBBER THE BUM!

CAREFUL, BOTH OF YOU!

GOOD ADVICE, INVISIBLE GIRL -- AS I BELIEVE THEY CALL YOU --

FOR, YOUR FRIENDS CANNOT DEFEND THEMSELVES -- FROM WHAT THEY CAN-NOT SEE!

HEAR THAT, BEN?

YEAH, BUT THESE SPECIAL CONTACT LENSES THAT REED MADE ARE JUST WHAT THE DOC ORDERED.

I'M BLINKIN' A LOT -- BUT I CAN STILL SEE!

SO! I MIGHT HAVE KNOWN, FROM ALL I'VE READ, THAT YOU WOULD COME PREPARED FOR OUR NEXT MEETING.

BUT, IF SHEER LIGHT ALONE WILL NOT STOP YOU, AS IT DID THE TORCH BEFORE --

THEN YOU'LL SOON FIND THAT LIGHT HAS MORE DEADLY USES FOR ME --

-- IF YOU DARE FACE ME -- ABOVE!

SMASH!

I DON'T KNOW IF ANYBODY *NOTICED* IT-- BUT WHAT THAT GUY JUST SAID *DIDN'T MAKE SENSE.*

IF HE'S SO *HIGH AND MIGHTY,* HOW COME HE WANTS TO PLAY ON THE *ROOF*-- INSTEAD OF TOTALIN' US WHERE WE *STOOD?*

JOHNNY-- *BE CARE--*

NO! I'VE GOT TO STOP PLAYING *BIG SISTER* ALL THE TIME. JOHNNY'S A *MAN* NOW.

HE *KNOWS* WHAT HE HAS TO *DO!*

KEEP THAT RAT *TOASTIN'* TILL WE GET *UP* THERE, OKAY?

SO, ONLY *ONE* OF YOU DARES FOLLOW ME, EH-- THE ONE I ALREADY *DEFEATED!*

WELL, *THIS* TIME YOU'LL NOT ESCAPE WITH YOUR *LIFE.*

WE'LL *SEE,* SONNY-BOY!

DON'T CALL ME *BOY!*

LOOK-- WE *KNOW* YOU'VE GOT A SLIGHT GRUDGE AGAINST *CALVIN McCLARY* AND HIS *BANK--*

BUT WHAT'S THE *SON* OF *DR. HORACE GRAYSON* DOING TURNING INTO A *MURDERER?*

I'M SWINGIN' *WILD--* BUT GOT TO KEEP HIM *TALKING,* IF I CAN--!

YOU *KNOW* WHO I AM, DO YOU?

THEN YOU KNOW I SEEK NOT *MURDER* -- BUT *JUSTICE!*

JUSTICE-- FOR WHAT *THEY* DID TO MY FATHER-- *THREE DECADES AGO!*

IF YOU KNOW MY FATHER'S NAME, YOU PROBABLY KNOW HE *DISAPPEARED--*

"FOR, HE DARED TO *DREAM,* DID MY FATHER-- OF A BRIGHTER, *PURER* PLACE--

"--A PLACE TO WHICH HE WOULD CARRY *ME--* HIS *INFANT SON!*

"HE HARNESSED CERTAIN *GRAVITATIONAL FORCES--* EVEN AS THE EARTH TOTTERED ON THE EDGE OF THE ABYSS CALLED THE *SECOND WORLD WAR--*

"URANUS! A GIANT PLANET NEARLY TWO BILLION MILES FROM EARTH...

"A COLD, FORBIDDING WORLD, RECEIVING ONLY 1/350TH THE HEAT AND LIGHT THAT EARTH DOES...

"...YET HOME OF A SUPER-CIVILIZATION SO OLD IT HAD FORGOTTEN ITS OWN DIM ORIGINS!

"ITS PEOPLE WELCOMED MY FATHER-- AND FOUND THAT, FOR ALL THEIR SCIENCE, THERE STILL WAS MUCH HE COULD CONTRIBUTE TO THEIR PEACE AND PROSPERITY...

"AND I GREW UP THERE, KNOWING AND CARING LITTLE OF THE HARSH METHANE WINDS WHICH ROARED OUTSIDE THE OMNI-DOME...

"IN TIME, I RETURNED TO EARTH FOR A WHILE...

"...FIGHTING EVIL WITH MORE PRIMITIVE WRIST-BANDS WHICH MERELY BLINDED MY FOES.

"THEY CALLED ME-- MARVEL BOY.*

YYAA

*AS TOLD IN MARVEL BOY AND ASTONISHING, CIRCA 1950-1951... AND RE-PRINTED IN THE LATE 60'S. --ROY.

"ON MY-- FINAL TRIP...

AMAZING! THAT HORACE GRAYSON SHOULD BE ALIVE ON ANOTHER WORLD-- AND REQUESTING A LOAN--!

FOR CERTAIN MEDICAL SUPPLIES-- BADLY NEEDED!

I TEND TO BELIEVE YOU... BUT MY BOARD WOULDN'T--!

SORRY.

APPLICATION FOR

APPLICATION NOT APPROVED

"IT TOOK TIME-- BUT AT LENGTH, I OBTAINED WHAT I NEEDED...

"...AND LET URANUS' OWN GRAVITY PULL ME HOMEWARD...

"...ONLY TO WITNESS A SIGHT I WISH I'D NOT LIVED TO BEHOLD:

"THE DOME-CITY LAY IN AWFUL, ICY-FLAMED RUINS--

"AT FIRST, I THOUGHT IT HAD BEEN *WAR*-- THE SNEAK ATTACK OF SOME *OTHER* STAR-SPAWNED RACE--

"BUT, AS MY INVISIBLE *HEAT-SHIELD* KEPT ME ALIVE OUTSIDE MY SHIP JUST LONG ENOUGH TO DISCOVER, *NATURAL FORCES* HAD DETROYED THE OMNI-DOME...

"...*FROZEN* MY POOR *FATHER*...

"...FROZEN *ALL WITHIN!* EVEN THE GIRL I HAD *LOVED!*

"URANUS HAD *RECLAIMED* HER OWN...

"AND WAS NO MORE *HOME* TO ME.

"IF I HAD BUT *BEEN* THERE-- EITHER TO *HELP*, OR ELSE TO *PERISH* BY THEIR SIDE--!

"BUT *NO!* I WAS DETAINED ON *EARTH*-- BY A HARD-HEARTED BANKER'S *RUBBER STAMP!*

"I STREAKED FOR EARTH, INTENT ON *VENGEANCE* EVEN THEN--

"--ONLY TO STRAY INTO THE TAIL OF A *COMET*, WHICH YOU HAVE SINCE NAMED *KOHOUTEK*--

"--WHICH, BY FREAKISH ACCIDENT, HURLED ME INTO *SUSPENDED ANIMATION* FOR SEVERAL *TOO-LONG* YEARS--

"EVEN AS IT BORE ME *EARTHWARD!*

"KOHOUTEK NEVER CAME VERY *CLOSE* TO EARTH, I'M TOLD..

"BUT, EARTH'S *GRAVITY* PULLED MY SHIP *FREE* OF THE COMET'S GRIP...

"...AND I *CRASH-LANDED* HERE.

SINCE THAT TIME MORE THAN A YEAR AGO, I HAVE *PREPARED* MYSELF FOR THIS *CAMPAIGN OF TERROR*--

FIRST, THE *DEATH* OF CALVIN McCLARY-- THEN, THE *DESTRUCTION* OF HIS *FINANCIAL EMPIRE!*

HE'S NUTTY AS *TWO FRUITCAKES!* GOOD THING *REED* TALKED THE COPS INTO PLAYIN' LIKE McCLARY'S *DEAD*, FOR A WHILE--

--OR ELSE THIS JOKER'D TEAR UP *METRO GENERAL HOSPITAL* TRYING TO *FINISH* THE JOB!

NOW YOU *SEE*, TORCH, WHY I CANNOT ALLOW YOU TO *HALT* MY MISSION OF JUSTICE!

:WHEW! : THE WAY THAT JERK'S *SOUNDIN' OFF*, WE COULD'A COME UP THE *LONG* WAY-- THRU *CHINA*!

OH WELL... STORY-TIME'S *OVER*...

TIME TA GO TA WORK!

KA-BAM!

WINDS OF SPACE! I WAS A *FOOL!*

I SHOULD HAVE *KNOWN* THE TORCH'S *HENCH-MEN* WOULD COME AFTER US!

HENCHMEN? THAT *DUZ* IT, JUNIOR!

I DON'T CARE IF YOU *AIN'T* A DAY OVER *TWENTY!* I'M GONNA-- *YEEOW!*

FZARP!

TWENTY? I'M WELL OVER *THIRTY*-- THOUGH GRAVITATIONAL SPACE-TRAVEL DOES *STRANGE THINGS* TO A MAN!

NOW-- *DESIST* FROM THIS FOOLHARDY *RESISTANCE*, OR--

"*DESIST FROM--?*" CREEPO, YOU BEEN AWAY A *LONG TIME*.

EVEN *DOC DOOM* DON'T TALK *THAT* CORNY.

WELL, IF YOU CAN USE *THEM* KINDA WORDS, YER OLD ENOUGH TA *CLOBBER*, SO-- *C'MERE!*

STAY BACK! IT IS NOT *MY* FAULT IF I REFUSE TO *LOWER* MYSELF TO THE COLLOQUIALISMS OF A WORLD I *DESPISE!*

YOU CANNOT LONG *RESIST* MY LIGHT-BEAMS... AND YOU *KNOW* IT!

YOU COULD BE *RIGHT*, BRIGHT-EYES...

BUT, WE'LL *SEE* HOW YOUR LITTLE SUN-BEAMS DO...

...WITHOUT THE *REAL SUN* TO BACK THEM UP!

THEN-- *YOU KNOW--!?*

I KNOW, CRUSADER! OR AT LEAST, I *GUESSED*.

SOME *DEBRIS* I EXAMINED SHOWED ME YOUR POWERS WERE DERIVED FROM *SOLAR RADIATION--*

--AND THIS *ARTIFICIAL CLOUD-BANK* WILL SHOW WHAT THEY'D BE LIKE AT *MIDNIGHT!*

HOO-HAH! IT'S REED!

LEMME TELL YA *THIS* ABOUT THEM *POWERS*, STRING-BEAN...

THEY AIN'T MUCH!

FT-OOW!

I *KNEW* REED WAS UP TO SOMETHING-- BUT I COULDN'T BE SURE *WHAT!*

NOW, IF MY *FORCE FIELD* CAN JUST KEEP THE CLOUD-BANK FROM *DISPERSING--!*

YOU WON'T HAVE TO DO IT FOR *LONG*, SIS. I'LL--

YOU'LL *SPIT*, FIREBALL--

I'M THE GUY THE CRUSADER BLAMED-NEAR KNOCKED OFF THE *ROOF* WITH THEM *EVERREADY BATTERIES* O' HIS --

--AN' A THING LIKE THAT JUST NATURALLY UPSETS MY *SUNNY DISPOSI-TION!*

WHEN TITANS CLASH! IT'S BEEN SAID BEFORE-- BUT IT WAS NEVER TRUER THAN NOW! FOR, THOUGH THE SUN NO LONGER FEEDS POWER TO THE CRUSADER THRU HIS OMINOUS WRIST-BANDS--

--THE EMBATTLED THING STILL MUST RECKON WITH THAT WHICH WAS ALREADY STORED UP!

POK!

CUT IT OUT! I GOT ME A SORE WISDOM TOOTH IN THERE!

YET, WHAT TO BENJAMIN J. GRIMM IS A POTENTIAL SWOLLEN JAW-- IS RATHER MORE OF A CATASTROPHE TO ONE PEARSON P. MORGAN!

AN HOUR AGO, HE WAS HEIR APPARENT TO THE COVETED PRESIDENCY OF GROVER CLEVELAND NATIONAL BANK...

NOW...HE IS MANAGER OF A JUNKYARD.

THERE! THAT SHOULD DISPOSE OF YOU, GARGOYLE!

YOU-- GOTTA BE KIDDIN', SUNNY JIM--!

KFAK!

I CAN TAKE 'EM--TILL YER POOPED-- AN' THEN--

THEM BLOWS OF YERS-- ARE GETTIN' WEAKER BY THE MINNIT.

HEY! STOP TAKIN' IT ON THE LAM WHILE I'M THREAT-TENIN' YA!

I AM NOT FLEEING--

:UNNH--!:

I AM SIMPLY--

--ATTACKING--

--WITH WHATEVER MEANS LIE AT HAND!

SKRUTCH

GOOD LORD! TH-THAT SAFE-DOOR COST THE BANK THOUAND!

AN' THE HUMAN BODY'S WORTH ABOUT A BUCK-FIFTY!

JANG

SPL

SO PUT THE DIFF'RENCE ON MY BILL!

ME, I GOT SOME PLAIN AN' FANCY CLOB-BERIN' TA TAKE CARE OF--

AN, AS MY DEAR OL' AUNT PETUNIA USETA SAY--

BFOK

THERE'S NO TIME LIKE THE PRESENT!

SHE HADDA REAL WAY WITH WORDS!

YER GETTIN' GROGGY! I CAN FEEL IT!

GUESS IT'S TIME FOR THE OL' CLINCH-EROO!

FOOL! IF I TURN UP THE SETTINGS ON MY WRIST-DIALS--

KRELAM!

--IT IS YOU WHO WILL BE FINISHED!

NOW, STAND ASIDE! FIRE ONE INEFFECTUAL BULLET AT ME--AND I SHALL KILL YOU!

SHOOT HIM! HE MAY BE LYING!

I'M NOT TAKING ANY CHANCES!

HAH! MY BLUFF WORKED! BUT, I'M GROWING WEAKER BY THE MOMENT. I--WHAT?

YOU! MUST I FIGHT THREE OF YOU, THIS TIME?

YOU'D BETTER BELIEVE IT, MISTER!

YOU'RE TOO MUCH OF A MENACE FOR US TO GO ACCORDING TO HOYLE.

VERY WELL! THEN IT WILL BE TO THE DEATH--YOUR DEATHS!

I'LL SET MY BANDS FOR THE MAXIMUM ABSORBENCY OF SOLAR ENERGY, AND--

AH! ALREADY I FEEL THE SUN'S MATCHLESS POWER BEGINNING TO--

I'M ABSOR-BING TOO MUCH POWER--PAINFUL--

NO!

TOO-MUCH--!

BUT WHY? WHY??

THEN, HE SEES THE FAST-DIS-PERSING CLOUD BANK...AND HE KNOWS...!

NO!!

F-FATHER! I DID IT ALL FOR YOU, FATHER!!

FATHERRRRRR

ONCE MORE, THERE IS A BURNING, BLINDING FLASH--

--ONE AGAINST WHICH EVEN SPECIAL CONTACT LENSES CAN SCARCELY PROTECT THOSE CLOSEST TO THE MAN WHO WAS BOB GRAYSON--!

THEN--HE IS NO MORE!

OKAY, CRU-BABY... I'M ALL OVER THAT LOVE-TAP YA GAVE ME, SO--

HEY! WHERE'D HE GO SO FAST?

I'M NOT SURE, BEN...

BUT, OUR BEST BET IS THAT THE CLOUDLESS SUN CAUSED AN OVERLOAD OF SOLAR POWER-- TURNING HIM TO SCATTERED, RANDOM ATOMS!

ONLY THING LEFT -- ARE THESE BROKEN WRIST-BANDS.

IT WAS-- HORRIBLE--!

YEAH. AFTER ALL, HE WUZ REALLY JUST A CRAZY, MIXED-UP KID WHO--

WHERE IS HE? WHY HAVEN'T YOU CAUGHT HIM YET??

THAT FIEND ROBBED MY BANK, AND I DEMAND THAT YOU--

AW, SHUDDUP!
P-PUT ME DOWN! I ORDER YOU!
BANK
I WAS ONLY S-SAFEGUARDING THE BANK'S MONEY! I--
YEH, YER RIGHT, GUY.
A MAN AN' HIS MONEY SHOULDN'T BE PARTED, I GUESS.
WHERE ARE Y--?
BEN! DON'T DO ANYTHING RASH!
OH, REED -- HIS TERRIBLE TEMPER! DO YOU THINK HE'LL--?
I HOPE NOT, HONEY...
BUT, WE'D BETTER GO AFTER HIM, BEFORE--
HEY, DID THE THING DRAG THE BANK MANAGER IN--?
THERE THEY ARE, PEOPLE.
OH!
...AN' ANYBODY WHO DIGS HIM OUTTA THERE BEFORE CLOSIN' TIME IS GONNA ANSWER TA ME, HEAR?
LET ME OUT OF HERE!!
YOU WANTED YER MONEY. YOU GOT IT.
NOW PIPE DOWN-- WHILE YER MOUTH'S STILL EMPTY!
REED--DO YOU THINK THE CRUSADER WAS REALLY DESTROYED?
WE KNOW SO LITTLE ABOUT SOLAR ENERGY. COULDN'T--?
I DON'T KNOW, JOHNNY. FOR ONCE I DON'T HAVE ALL THE ANSWERS.
QUICK, SUZIE-- POINT ME OUT THE WAY BACK TA THE FANTASTICAR!
WHY, BEN?
THIS IS ONE DAY I GOTTA GO MARK DOWN ON OUR CALENDAR!
AND THEN-- I'M GONNA PLAY LIKE IT NEVER HAPPENED!

NEXT: THE THING AND THE HULK -- VS. THE F.F.! 'NUFF SAID!

FANTASTIC FOUR

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THE WORLD'S GREATEST COMIC MAGAZINE!

FANTASTIC FOUR®

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IT'S THE HULK!

HE'S SMASHED OUR SHIP!

YEAH? WELL, WAIT'LL YOU SEE WHAT I DO TO HIM!!

BUCKLER & ADKINS

NOT JUST ANOTHER THING VS. HULK BATTLE! (YOU'LL GASP AT OUR SHOCK ENDING!)

A brilliant scientist— his best friend— the woman he loves— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!

MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! Now they are the FANTASTIC FOUR— and the world will never again be the same!

Stan Lee PRESENTS: THE FANTASTIC FOUR!™

IF IT'S TUESDAY, THIS MUST BE THE HULK!

THE GIANT **747 JETS** WHICH CRISSCROSS OUR NATION, FROM SEA TO SHINING ETCETERA, ARE NO LONGER A **NOVELTY**, BUT A FACT OF LIFE.

BUT, FOR THOSE OF YOU WHO WOULDN'T BE CAUGHT DEAD ON ANYTHING SPEEDIER THAN AN **AMTRAK DIESEL**, PERHAPS WE SHOULD POINT OUT THAT THIS IS THE SPACIOUS **LOUNGE AREA** OF ONE OF THOSE CONTINENT-SPANNING LEVIATHANS.

LISTEN, YOU TWO-- WHY DON'TCHA GO MAKE LIKE LOVEBIRDS SOMEPLACE **ELSE?** IT'S A **BIG PLANE!**

IN CASE YA DIDN'T NOTICE, WE'RE THE **FANTASTIC FOUR**-- AN' WE AIN'T CONFABBIN' BACK HERE 'CAUSE WE LIKE THE SOUND OF OUR OWN LOVELY **VOICES!** WE--

OF COURSE, **SOME** LOUNGE LIZARDS ARE MORE **GRACIOUS** THAN OTHERS...!

WHOA! TAKE IT **EASY**, BIG FELLA! THIS ISN'T OUR OWN **PRIVATE PLANE**, YOU KNOW.

REED'S **RIGHT**, BEN. THERE'S NO EXCUSE FOR **BAD MANNERS.**

WITH BASHFUL **BENJY**, SUE, THERE'S NO **ALTERNATIVE** FOR 'EM, EITHER!

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JV143

ALL'A SAME, YOU WOULDN'T BE SOME KIND'A **SPY**, WOULDJA?

'CAUSE, IF I CAN DO **THIS** WITH NUTHIN' BUT ONE **FINGER**, IMAGINE WHAT I COULD DO IF I FIGGERED YOU WUZ A--

:ULLP!:

YOU LEAVE HIM **ALONE**, YOU BEAST--OR MAYBE YOU'D LIKE TO TAKE **ME** ON, JUST TO PROVE WHAT A BIG RUGGED **HE-MAN** YOU ARE!?

HUH?

LET'S **GO**, RALPH--YOU **TOO**, JUNIOR-- BEFORE HE STARTS BEATING ON HIS CHEST LIKE A **BULL GORILLA!**

YAAAAH!

LOOK, FOLKS-- I WUZ **ONLY**--

AW, WHO'M I **KIDDIN'**? THEY'RE **RIGHT**. I'M JUST IN A BAD MOOD 'COZ I HAD A DATE WITH **ALICIA**, AN' THEN THIS CALL CAME IN FROM **WASHINGTON**, AN'--

HOTCHA! PASTRIES! AN' **THAT** MEANS--

--A **STEWARDESS** ON THE OTHER END OF 'EM!

HEY, **HONEY**--HOW'D YOU LIKE TA SAY YOU KISSED A REAL LIVE **SUPER-STAR**?

I'D **LOVE** TO, SIR...

...BUT I **NEVER** LET ANYONE CALL ME **HONEY** TILL THE **SECOND** DATE.

AW, FOR CRIPES SAKE--A **MALE** STEW!

WHAT'S THE WORLD **COMIN'** TO, ANYHOW?

I KNOW WHAT'S **REALLY** GETTING TO YOU, BEN. WE'RE TOO **BUSY** ALL THE TIME TO LEAD **NORMAL LIVES**, LIKE EVERYBODY ELSE!

TAKE **ME**: I HAVE ONE DATE WITH A GREAT CHICK NAMED **FRANKIE**...

THEN, SHE FINDS OUT I'M SOME KIND OF **FREAK**...

...AND I'M BACK ON THE **SHELF!**

I **UNDER-STAND** YOUR PROBLEM, JOHNNY, AND I--

HOW **CAN** YOU, SIS? YOU AND REED HAVE **EACH OTHER**--AND LITTLE FRANKLIN, TOO.

WHAT'VE **I** GOT, WHEN I'M NOT SETTING FIRE TO **NEW YORK**?

MAYBE IT'S TIME I **QUIT** THE F.F.--WENT OUT ON MY **OWN**. MAYBE WE SHOULD **ALL** GIVE IT UP.

LET THE **AVENGERS** AND THOSE 37 **OTHER** SUPER-GROUPS DO ALL THE **WORLD-SAVING** FOR A WHILE!

DON'T EVEN **THINK** THAT, JOHNNY!

WE WERE THE **FIRST** OF THEM ALL--AND WE'RE STILL THE **BEST!**

OR, MORE TO THE *POINT*, SUE-- THAT'S WHAT WE'RE FLYING OUT TO THE *MIDDLE-WEST* TO PROVE!

OKAY, BOSS-MAN. IT'S OUT IN THE *OPEN* NOW...

WHAT IN BLAZES *ARE* WE HERE FOR?

I'LL *SHOW* YOU, JOHNNY.

R. RICHARDS

IT CONCERNS-- THE *PSI-AMPLIFIER!*

HUH? NOW JUST *HOLD ON THERE* A DOGBONE MINNIT, STRETCH!

AIN'T THAT THE GIZMO YOU DREAMED UP A WHILE *BACK*-- THE ONE *BRUCE BANNER* AN' ME TRIED TO USE, TA STOP HIM FROM TURNIN' INTA THE *HULK*--

--ONLY IT *BACKED UP* ON US, AN' I ENDED UP WITH THE HULK'S BRAIN, AN' HIM WITH *MINE*?*

'CAUSE IF IT *IS*, THEN WHAT-EVER YOU GOT IN MIND-- COUNT ME *OUT!*

*SEE *GIANT-SIZE SUPER-STARS* 1.--ROY.

DON'T BE *TOO* HASTY, OL' BUDDY.

REED! *THAT* SMALL THING-- IS THE *PSI-AMPLIFIER*?

REMEMBER, YOU AND DR. BANNER PUT IT INTO OPERATION ON YOUR *OWN*-- BEFORE I HAD *PERFECTED* IT.

THE *MINIATURIZATION* WAS THE FINAL STEP, SUE.

NOW, AT LAST-- THE MACHINE IS TRULY *READY!*

READY FOR *WHAT*, DARLING?

AND WHY IN *NEBRASKA*, OF ALL PLACES?

THE AUTHORITIES HAVE BEEN HUSHING THIS UP, PEOPLE-- BUT THE *HULK'S* BEEN ON A RAMPAGE IN THIS GENERAL AREA.

IF I CAN USE *MY* MENTAL POWER, HOOKED UP TO THE *PSI-AMI*, AS I CALL IT...

--I CAN FIX IT SO THAT DR. BRUCE BANNER MAY *NEVER AGAIN* BECOME THE MINDLESS, MONSTROUS *HULK!*

OF COURSE, THERE *IS* ONE SMALL *PROBLEM*...

YEAH. AS THE SAYING GOES-- *FIRST, CATCH THE RABBIT!*

OR, IN THIS CASE-- THE *HULK!*

ME, I DUNNO ABOUT ANYBODY *ELSE*...

... BUT I'M GETTIN' *FED UP* WITH CHASIN' THAT BIG GREEN CHEESE OVER HILL AN' DALE, EVERYTIME THE *MILITARY'S* TAIL IS IN A WRINGER!

AFTER *ALL*...

...WHAT'S OL' JADE-JAWS EVER DONE TO YERS TRULY?

WHEN WE WUZN'T BUGGIN' HIM, ANYHOW?

YVIE

THAT'S NOT THE POINT, BEN.

THIS IS FOR EVERYONE'S GOOD-- EVEN THE HULK'S --AND YOU KNOW IT!

BUT, REED-- HOW DO YOU KNOW WE'LL EVEN BE ABLE TO FIND THE HULK THIS TIME?

DON'T CALL US, SUE...

...WE'LL CALL YOU!

HUH?

WHAT WAS THAT??

HULK THOUGHT HE FELT SOMETHING-- LIKE A GNAT HITTING HULK'S SKIN.

SHRAK!

HAH! IT WAS JUST ONE OF THE PUNY HUMANS' PLANES!

NOTHING THAT COULD HURT HULK!

THE SAME, ALAS, CANNOT BE SAID FOR AN AIRCRAFT-- NOT EVEN A MASSIVE 747.

WHAT IN THE NAME'A AUNT PETUNIA?

EVERYBODY GRAB ONTO SOMETHING-- SOMETHING SOLID!

...PANDEMONIUM RUNS RAMPANT ABOARD FLIGHT 103.!

OUT OF MY WAY!!

HELP ME! OH, MY GOD-- HELP ME!

THUS, EVEN AS AN ALREADY-FORGETFUL HULK DROPS EARTHWARD...

STEWARDESS! FLIGHT ATTENDANT!

GET THOSE PEOPLE BACK IN THEIR SEATS-- ANY WAY YOU CAN!

WE'LL PULL THE PLANE OUT OF THIS SPIN-- I SWEAR IT!

ALL RIGHT, YOU THREE--

ARE YOU READY??

READY, LEADER-MAN!

SUE--THIS IS YOUR BIG TEST!

THINK YOU'RE UP TO IT?

I AM, REED, I'VE GOT TO BE!

HEY, PAL-- WHAT ABOUT ME?

DO WHAT YOU CAN BACK HERE, BEN--

--THE *REST* OF YOU HAVE THINGS TO DO!

JOHNNY-- FIRST, WE NEED A *HOLE* BURNED IN THE SIDE OF THE PLANE.

COMING RIGHT *UP*, BROTHER-IN-LAW...ONE *DOUGHNUT HOLE!*

USELESS! I'M JUST PLAIN... *USELESS!*

GOOD WORK, JOHNNY. YOUR FLAMES HAVE ALMOST *EATEN THRU* THE METAL.

ARE *YOU* READY, SUE? THIS WILL TAKE *SPLIT-SECOND TIMING...!*

I'M READY!

THEN-- *JOHNNY?*

HERE WE GO!

*THE NEXT MOMENT, THE FINAL LAYER OF STEEL **DISSOLVES** BENEATH JOHNNY STORM'S STRICTLY-CONTROLLED, CAREFULLY-DIRECTED **HEAT BLAST**...*

*AND, ALMOST INSTANTANEOUSLY, A **HUMAN TORCH** ROCKETS FROM THE PLUMMETING FUSELAGE--*

*--WHILE A DESPERATELY-STRAINING **MR. FANTASTIC** ARCS FROM THE PLANE AS IF SHOT FROM SOME SILENT **CANNON!***

AS, INSIDE...

*WOTTA REVOLTIN' DEVELOPMENT **THIS** IS!*

BEN-- ARE YOU *ALL RIGHT*?

I'VE GOT TO KEEP THE HOLE *SEALED*-- WITH MY MENTAL *FORCE FIELD*--

--OR ELSE WE'LL *ALL* BE SUCKED OUT THRU IT--LIKE WATER THRU A *STRAW!*

BUT, THE *STRAIN*-- IT'S ALMOST *UNBEARABLE!*

MY *HEAD*--FEELS LIKE IT'S ABOUT TO *SPLIT!* THE *PRESSURE*--

YOU CAN *DO* IT, SUZIE-GAL! LIKE YOU SAID-- YOU *GOTTA!*

AN' *ME*-- ALL I CAN DO IS BE A ONE-MAN *ROOTIN' SECTION!*

THEN, GET BUSY WITH THE **POM-POMS**, MR. GRIMM...

FOR, THE TORCH CAN USE ALL THE HELP HE CAN **GET**, AS HIS RED-HOT HANDS STRIVE TO WELD THE **WING**, TO KEEP THE PLANE'S **WEIGHT** BALANCED.

AND, IF WHAT **REED RICHARDS** HAS IN MIND ISN'T PRECISELY **CLEAR** JUST YET...

747

...IT WILL BE IN A **SECOND**...

...AS HE EMITS AN INVOLUNTARY, SPASMODIC YELL OF **TENSION** AND **PAIN**...

...AND STRIVES TO ANSWER AN ALL-IMPORTANT **QUESTION**:

CAN A MAN WITH PENULTIMATE **ELASTICITY**, BORN AMID A COSMIC-RAY STORM IN OUTER SPACE, **SLOW DOWN** A MULTI-TON JET AIRCRAFT SUFFICIENTLY TO STOP IT FROM SPLATTERING ALL OVER THE MIDWESTERN **COUNTRYSIDE**?

THE **ANSWER**: MAYBE, JUST **MAYBE**--!

YOU'RE **DOING** IT, REED!

NOW, IF ONLY MY **FLAME-POWER** CAN EQUAL THE JET-THRUST ON THE **OTHER** SIDE, TO STOP THIS BABY FROM **QUIVERING** SO MUCH...

WE'RE IN **LUCK**! THERE'S A **HIGHWAY** DOWN BELOW!

AND THE **PILOT'S** GUIDING HER STRAIGHT FOR-- **OH NO**!

THERE'S A **CAR** DOWN THERE-- RIGHT IN OUR **PATH**!

WE CAN'T **LAND**-- WITHOUT COMING DOWN SMACK-DAB ON **TOP** OF IT--

--UNLESS--!

HEY, CHARLIE! WHAT THE HECK WAS THAT?

I-I DUNNO! LOOKED LIKE A BALL O' FIRE, RIGHT IN THE MIDDLE OF THE--

FOOSH!

YEAH, WELL, IF SOMEBODY'S PLAYIN' TRICKS ON--

CHARLIE! PULL OFF ON THE SIDE ROAD--FAST!!

HUH? WHY?

NEVER MIND! JUST DO IT!

I AIN'T GOT TIME TO EXPLAIN IT TO YA--

--EVEN IF I THOUGHT YOU'D BELIEVE IT!

JOE--ARE WE GONNA MAKE IT?

NO WAY TO TELL!

THE PLANE'S BEEN SLOWED DOWN A LOT-- BUT WE'RE STILL COMING IN TOO FAST.

IF WE HIT EVEN THE SLIGHTEST CURVE IN THE ROAD--BEFORE WE CAN BRAKE--!

JUST THEN--

TOUCHDOWN!

BUT STILL, THE GIANT AIRCRAFT STREAKS ALONG AT TERRIFIC SPEED, WIND WHISTLING, BRAKES SCREECHING...

THEN--THE COMBINATION OF BRAKES AND A HUMAN PARACHUTE FINALLY TAKES HOLD--

--AND THE GREAT WOUNDED BIRD SLOWS DOWN--TO 200 M.P.H....TO 100...

THE PLANE IS STILL MOVING FORWARD WHEN, LIKE A BALLOON WITH ALL THE AIR SUDDENLY LET OUT, THE BILLOWING HUMAN FORM BEHIND IT ABRUPTLY COLLAPSES...

BUT, ONLY MOMENTS LATER, IT COMES TO A COMPLETE HALT..

REED! YOU OKAY? I DID ALL I COULD, BUT--

YOU DID FINE, SON. AND, YES, I THINK I'M AS ALL RIGHT--AS I'LL EVER BE...!

NOW, LET'S SEE ABOUT THE OTHERS--

BEN-- AND SUE--!

SUE! SUE, HONEY-- ARE YOU--?

I'M-- NOT HURT, DARLING-- JUST-- SO DIZZY--!

YOU CAN RELAX NOW, SIS-- JUST RELAX!

I- I'M SORRY, REED. I WANTED TA DO SOMETHIN' TO HELP-- BUT I COULDN'T--

YOU'VE SAVED OUR HIDES A HUNDRED TIMES, OLD BUDDY. DON'T LET IT GET TO YOU.

SUE, DEAREST-- YOU WERE JUST GREAT!

OH, REED-- IT WAS HORRIBLE! BUT YOU AND JOHNNY WERE WONDERFUL--!

IT WAS YOUR AND REED'S SHOW ALL THE WAY.

SHEESH! WE'RE STARTING TO SOUND LIKE SHOW-BIZ PHONIES!

HEY! HEADS UP, PEOPLE--

'COURSE, NOW, I COULD BE WRONG...

USAF

...BUT IT LOOKS LIKE WE'VE GOT COMPANY.

...WE WERE EXPECTING YOU FOUR, SO WHEN THE TROUBLE DEVELOPED, WE NATURALLY--

WHAT ABOUT THE OTHER PASSENGERS? THERE ARE BOUND TO BE SOME INJURIES.

AMBULANCES AND SUCH ARE ALREADY ON THE WAY, SIR.

NOW, IF YOU DON'T MIND...

...WE'VE GOT A SCHEDULE TO KEEP.

I'M NOT SURE I LIKE THE PREFERENTIAL TREATMENT, SOLDIER. WE'RE JUST FOUR MORE PASSENGERS...

NOT TO THE BIG BRASS, YOU'RE NOT! TO THEM, YOU GUYS ARE V.I.P.'S-- SO YOU GET SPECIAL HANDLING--

USA

--WHETHER YOU WANT IT OR NOT.

WITHIN MINUTES, THE CRAFT DESCENDS INTO A STRANGELY RECTANGULAR OPENING ATOP A NEARBY **HILL**...

AND THAT'S WHEN THINGS START GETTING **HEAVY.** PAY **ATTENTION,** NOW:

...AS YOU CAN SEE, WE'VE **CHARTED** THE HULK'S MOVEMENTS IN THE MIDWEST FOR THE PAST FEW **WEEKS**...!*

IMPRESSIVE, COLONEL SELLERS.

YEAH, BUT **I** COULD DO WITHOUT THE **PIN-UP** OF OL' **GREEN-SKIN!**

HE SPEAKS WELL OF **YOU** TOO, BEN.

*AND, IF THAT ISN'T ENOUGH TO CLUE YOU IN THAT THIS TALE TAKES PLACE **BETWEEN** #194-195 OF THE HULK'S **OWN** MAG, THEN TURN IN YOUR **KEWPIE DOLL!**
--ROY.

JUST REMEMBER THE **BARGAIN** I MADE WITH **WASHINGTON,** COLONEL.

IF WE CAN MANAGE TO CHANGE THE HULK BACK, **DR. BANNER** GOES **FREE**-- TO WORK WITH **ME.**

I'LL REMEMBER.

SEE THAT YA **DO,** KID. I AIN'T GOT MUCH **LOVE** FOR THE HULK...

BUT THERE'S A **MAN** INSIDE THERE SOMEWHERE.

I'M IN A POSITION TA **KNOW.**

DON'T "**KID**" ME, GRIMM.

I MAY BE THE **YOUNGEST** FULL COLONEL IN CHARGE OF SUCH A **MAJOR PROJECT...**

BUT, WITH **GENERAL T.E. ROSS** BUSY ELSEWHERE AT THE MOMENT, I'M STILL--

GOOD LORD! THAT **DOT**-- IT'S **HIM!!**

HE'S IN **SECTOR 8**-- AND MOVING **THIS** WAY, **FAST!**

*THUS, AS SOON AS THE **F.F.** LEARN WHERE **SECTOR 8** IS...*

I FERGOT TO **ASK,** STRETCH-- WHAT **IS** THIS PLACE, ANYHOW?

CAN'T YOU **GUESS,** BEN?

IT'S ONE OF THE **UNDERGROUND FORTRESSES** TO WHICH THE **PRESIDENT** AND OTHERS MIGHT FLEE--

--IN CASE OF **NUCLEAR WAR!**

IT'S BUILT TO WITH-STAND **ATOMIC ATTACK--**

--BUT, BECAUSE *HIS* POWER HAS NEVER BEEN PRECISELY *MEASURED*, NO ONE'S QUITE *CERTAIN* IF IT CAN STAND UP TO THE *HULK*.

Y'KNOW SOMETHIN', RUBBER MAN?

I WUZ JUST WONDERIN' THE VERY SAME THING ABOUT *US!*

REED-- HOW DID THE MILITARY'S GRID *DETECT* THE HULK?

GAMMA RADIATION, SUE.

THE HULK EVIDENTLY *EMITS* IT, AT CERTAIN UNPREDICTABLE TIMES...

...AND, FROM WHAT COLONEL SELLERS TOLD US-- HE SHOULD BE *DEAD AHEAD!*

SO! HULK SHOULD HAVE *KNOWN!*

EVEN *HERE*, MILES AWAY FROM EVERY-ONE, PUNY HUMANS WON'T LEAVE HULK *ALONE*.

HULK WAS *HAPPY* HERE. EMPTY PLACE REMINDED HULK OF *DESERT*.

BUT, HULK *KNOWS* WHAT WILL HAPPEN NOW...

SHIP WILL LAND-- *MEN* WILL GET OUT-- MEN WITH GUNS TO *HUNT* HULK!

IT IS ALWAYS THE *SAME!*

BUT-- MAYBE NOT *THIS* TIME.

MAYBE, *THIS* TIME--

RAKK

--HULK WILL STRIKE *FIRST!*

SHOOSH

WHAT IN THE SAM HILL WUZ THAT??

FKOOM!!

SHE'S OVER HERE, LEADER-MAN!

SUE! ARE YOU--?

YOU WANT ME TO--?

NO, JOHNNY... I'LL EASE HER DOWN.

OH, YOU MEN!

IT'S BEN WHO NEEDS HELP MORE THAN I DO.

YOU AIN'T JUST WHISTLIN' DIXIE-CUPS, LADY!

HEY! THIS INVISIBLE FLAGPOLE O'YERS IS A NEW WRINKLE!

STOP PATTING EACH OTHER ON THE BACK, PEOPLE, AND HEADS DOWN!

THERE'S THE HULK BELOW, AT TWELVE O'CLOCK, AS THEY SAY!

HULK DOESN'T KNOW WHAT TIME IT IS--

--AND DOESN'T CARE!

HULK JUST KNOWS-- ANY TIME IS GOOD TIME TO SMASH FLAME MAN!

WHOK!

SO IT WOULD SEEM... AND, FAR BE IT FROM US TO EXPLAIN TO THE HULK THAT HIS ATTACKER STOPPED SHORT IN MID-FLIGHT, SO THAT ONLY A FIERY IMAGE COLLIDED WITH THAT GREAT GREEN FIST.

BUT, NEXT INSTANT, WHEN A REAL FLAME-BLAST STRIKES HIM FROM A DIFFERENT DIRECTION--

SHOOOOM

--WE THINK EVEN OUR JOLLY JADE BEHEMOTH GETS THE GENERAL IDEA!

YOU **SOFTENED HIM UP** FOR US, JOHNNY-- BUT DON'T GET **OVER-CONFIDENT!**

YEAH--AFTER ALL, IT'S **ONLY** FOUR AGAINST **ONE!**

REED-- **LEMME**--!

NO, BEN!

REED'S **RIGHT!** OUR ONLY HOPE IS TO **GANG UP** ON HIM!

SUE! I'VE-- **GOT** HIM!

THROW A **FORCE FIELD** AROUND HIS HEAD--TO SHUT OFF HIS **AIR SUPPLY!**

IT'S DONE!

GOOD! EVEN THE **HULK**-- CAN'T HOLD OUT-- FOR **LONG**--

--IF HE **CAN'T BREATHE!**

IT'S **WORKING,** REED! I CAUGHT HIM WHILE HE WAS **OUT OF BREATH** FROM JOHNNY'S BLAST!

BUT-- HE'S IN SUCH **PAIN!** IF IT **KILLS** HIM--!

IT **WON'T!** TRUST ME!

ALL RIGHT, BEN--

I CAN'T **HOLD** HIM-- MUCH **LONGER!**

HIT HIM!

HUH? JUST LIKE **THAT!?**

LIKE SHOOTIN' FISH IN A BLAMED **BARREL?**

BEN-- FOR GOD'S SAKE-- **DO IT!!**

LACK OF **AIR**-- MAKING HIM **GO WILD**--!

CAN'T HOLD HIM-- MORE THAN ANOTHER FEW **SECONDS!**

HIT HIM, BEN! **HIT HIM**--

--NOW!!

YEAH, OKAY-- **OKAY!**

IF I GOTTA-- I **GOTTA.**

BUT I'M MAKIN' THIS **SHORT** AN' **SWEET**--

--ESPECIALLY SHORT!

SWAK

THERE IS NO PLEASURE IN THE MIGHTY THING'S ROUND-HOUSE PUNCH-- NO ACCOMPANY-ING SHOUT ABOUT "CLOBBERIN' TIME"--

--JUST A BUSINESS-LIKE BLOW, AS JOYLESSLY EFFECTIVE AS A BATTERING RAM--

ARRRRR

--AND THE HULK GOES DOWN!

GOOD WORK, BEN. YOU WERE--

REED--

JUST GETCHER HAND OFF'A ME, AN' SHUDDUP.

OKAY?

THERE IS SILENCE ON THE BRIEF RETURN JOURNEY...

...AND BEN GRIMM STANDS STRANGELY APART FROM HIS ERSTWHILE COMRADES, AS THE GREEN-SKINNED GIANT IS ATTACHED TO A PREVIOUSLY-PREPARED FRAME--

--A FRAME SOMEHOW NOT UNLIKE AN ALTAR.

YOU'LL SEE, BEN. IF IT WORKS-- YOU'LL SEE IT WAS ALL WORTH IT!

THAT'S WHAT I KEEP TELLIN' MYSELF, BOSS-MAN...

...OR ELSE I'D BE IN THE JOHN, LOSIN' MY LUNCH!

RICHARDS--ARE YOU GOING TO USE THIS PSI-AM GADGET OF YOURS--OR ARE WE WAITING FOR THE HULK TO DIE OF OLD AGE?

WHY DO YOU FOUR HAVE ALL THIS SENTIMENT ABOUT A MONSTER WHO TRIED TO KILL YOU?

IF I'VE GOT TO TELL YOU--YOU'RE NEVER GOING TO KNOW...

BESIDES, I'VE GOT TO WAIT FOR HIM TO START TO REVIVE--SO THAT MY MIND CAN MEET HIS WAKING ONE!

YEAH. THAT OUGHTTA BE A REAL FAIR FIGHT.

NOW LOOK, YOU--!

WAIT! THE HULK'S EYES--THEY'RE OPENING--!

NOW, RICHARDS--

NOW!

A DARK-GLOVED HAND HESITATES A MOMENT ABOVE THE FATEFUL BUTTON.

BUT THEN... IT IS PUSHED...

...AND MENTAL ENERGY IS TURNED INTO PURE ELECTRICAL FURY!

AARR

NOR IS THE PAIN AND ANGUISH ALL ONE-WAY.

MRS. RICHARDS--THE LOOK OF STRAIN ON YOUR HUSBAND'S FACE! WILL HE--?

YES! LOOK--

THERE'S NO HULK ANY LONGER--JUST BRUCE BANNER!

CAN YA SEE, SUZIE? IS HE STILL BREATHIN'?

IN BECOMING HIMSELF AGAIN, HE'S EVEN SLIPPED OUT OF THE HULK-SIZE VISES THAT HELD HIM!

BREATHING OR NOT, WE'RE TAKING NO CHANCES!

MEN! ATTACH THE SMALLER SHACKLES--THE ONES FITTED ESPECIALLY FOR BANNER'S WRISTS!

HEY, WAITAMINNIT! THIS AIN'T IN THE SCRIPT, BUSTER!

REED HAD A DEAL WITH YOU GUYS!

AND I'LL KEEP IT--WHEN I'M GOOD AND READY!

THERE'S NOTHING YOU CAN DO ABOUT IT--SO LET GO!

THERE AIN'T, HUH?

HELP...

H-HELP ME...!

LIKE HELL THERE AIN'T!

WHEN YER BUILT LIKE ME AND OL' GREEN-SKIN, YOU CAN ALWAYS DO--

SMRASH!

--THIS!

BEN GRIMM COMPREHENDS LITTLE OF THE INTRICACIES OF THE PSI-AM.

SHATTERED THUS, THE MACHINE CAN NO LONGER STORE THE STOLEN GAMMA ENERGY...

IT CAN ONLY BE FED BACK INTO THE BODY WHICH SPAWNED IT...

...TILL BRUCE BANNER'S BRIEF SOJOURN ON THIS EARTH IS ENDED...

...AND THE HULK'S BEGINS ANEW!

GOOD LORD! BEN--YOU DON'T REALIZE WHAT YOU'VE DONE!

HE'S UNLEASHED HIM! HE'S FREED THE HULK!!

BEN--YOU'VE GOT TO HELP US BIND HIM AGAIN-- BEFORE HE REACHES FULL STRENGTH!

SHE'S RIGHT, BEN! THE REST OF US CAN'T DO IT WITHOUT YOU!

CORRECTION, JUNIOR -- YOU CAN'T DO IT AT ALL!

'CAUSE I JUST FIGGERED IT OUT -- I BEEN ON THE WRONG SIDE ALL THESE YEARS!

THE HULK AN' ME -- YOU AND THE REST'A HUMANITY'S HAD US AT EACH OTHER'S THROATS -- WHEN WE SHOULD'A BEEN FIGHTIN' ON THE SAME SIDE -- RIGHT, HULK?

HULK -- NOT SURE -- BUT, WHAT THING SAYS -- MAKES SENSE TO HULK!

YES! YOU -- ME -- WE'RE ALIKE! WE BELONG TOGETHER! WE WILL FIGHT TOGETHER!!

YOU KNOW IT, BUDDY -- LIKE CAP'N FANTASTIC AN' THE BROWN-DIRT COWBOY!

SO, KEEP OUTTA OUR WAY, WORLD!

FROM NOW ON, IT'S --

NEXT:

THE THING AND THE HULK.. SIDE BY SIDE!

LIKE THE MAN SAID: TO BE CONTINUED!

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TITANS TWO!

IT HAD TO HAPPEN-- OR DID IT? ANGERED AT THE TREATMENT METED OUT TO THE CAPTIVE HULK IN A SUBTERRANEAN MILITARY CENTER, THE MIGHTY THING HAS FORCIBLY FREED HIM--

--AND THE POWER-LADEN PAIR HAVE JOINED FORCES!!

IN THE NAME OF HEAVEN, BEN-- YOU'VE GOT TO BE KIDDING!

WE BROUGHT THE HULK HERE TO CURE HIM, NOT TO HARM HIM.

YOU'VE GOT TO COME TO YOUR SENSES, AND HELP US CAPTURE HIM AGAIN!

NOT LIKELY, POPS!

FROM HERE ON, OL' GREENSKIN AN' ME ARE AN ITEM!

NOW CLEAR THE WAY-- BEFORE YOU GET HURT!

AND, WITH THAT INSTANT INTRO, THE REASONABLY TALENTED TEAM OF--

ROY THOMAS • WRITER/EDITOR
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--USHERS YOU INTO PERHAPS THE MOST ACTION-PACKED SINGLE-ISSUE EPIC EVER!

AND YOU, PUSSYCAT? WHY, ALL YOU'VE GOT TO DO IS FLIP THE PAGE-- AND ENJOY--!

JV161

STAND ASIDE, LITTLE MAN, AND LET HULK--

NO WAY, PAL!

REED'S MY EX-PARTNER, NOT YOURS--

--SO IF ANY-BODY'S GONNA BEAT UP ON 'IM, EVEN GENTLY-- IT'S GONNA BE ME!

AN' DON'T CALL ME "LITTLE MAN" AGAIN, HEAR?

WHUMP!

SORRY ABOUT THIS, STRETCH.

UNNHH--!

THAT TEARS IT! UP TILL NOW, I COULDN'T TAKE YOU SERIOUSLY.

BUT, NOW THAT I KNOW YOU'VE REALLY GONE BANANAS ON US--

FLAME ON!

IF YOU'VE HURT REED, SO HELP ME, I'LL--

NO, THING--

HE AIN'T HURT, KID.

NOW, KEEP BACK! DON'T MAKE ME--

HULK IS NOT SOME HELPLESS GIRL YOU HAVE SAVED.

HULK IS HULK!

HULK HAS POWERS OF HULK'S OWN!

AND ONE OF THOSE, YOU MAY RECALL--

--IS THE ABILITY TO CLAP HIS HANDS TOGETHER THUNDEROUSLY, CREATING CATACLYSMIC WINDS WHICH WILL EXTINGUISH THE STRONGEST FLAME--

--LEVEL A GREAT STONE WALL--

--LEVEL NEARLY ANYTHING NEARBY, IN FACT--

--THAT ISN'T PROTECTED BY THE NEWLY-VITALIZED FORCE FIELD OF MRS. REED RICHARDS, NÉE SUSAN STORM--

--ALSO KNOWN AS THE INVISIBLE GIRL!

BEN! HOW COULD YOU--??

MRS. RICHARDS! GET OUT OF THE WAY, SO WE CAN--

NO, COLONEL SELLERS! BEN WILL COME TO HIS SENSES ANY MOMENT-- I KNOW HE WILL!

HE WOULDN'T REALLY HARM JOHNNY! HE WOULDN'T!

WOOM!

MEBBE NOT, LADY-- BUT I AIN'T SO SURE ABOUT THEM BOZOS BEHIND YA!

KEEP HAMMERIN' AWAY, HULK-BABY!

HULK IS!

CAN'T KEEP-- THIS FORCE WALL-- UP MUCH LONGER!

AND, WHEN IT GOES -- THEN WHAT WILL HAPPEN?? I --

PHOW!

BAM!

SHE'S FALLEN, SIR! NOW WHAT?

YOU IDIOT! THAT MEANS THE FORCE FIELD'S GONE, TOO!

FIRE! SHOOT THE HULK!!

YESSIR!

TAKKA

PUNY HUMANS! DO YOU REALLY THINK YOUR LITTLE BULLETS CAN HURT THE HULK?

STEP ASIDE, GREENIE! I WANT EQUAL TIME.

TAKKA TAKKA TAKKA

SO GROGGY-- HEART STRAINING-- BUT, CAN'T WORRY ABOUT THAT NOW!

SOONER OR LATER, ENOUGH HIGH-POWERED BULLETS MAY CHIP AWAY BEN'S NATURAL ARMOR-- AND THEN--

SORRY TO DO THIS, GENTLEMEN--

--BUT FIRE-WORKS TIME IS OVER!

HEY!

WHAT IN BLAZES--?

LOOK, PAL... I THINK WE'VE DONE ENUFF DAMAGE HERE.

ARE YOU THINKIN'-- WHAT I'M THINKIN'?

HULK-- THINKS SO--!

THEN LESSGO!!

FR-AAK-K-K

YE GODS! THAT WALL WAS MEANT TO WITH-STAND ANY NATURAL DISASTER!

BEN AND THE HULK ARE A BIT OUT OF THE ORDINARY, COLONEL.

WELL-WELL WELL... WHAT HAVE WE HERE?

THREE HOVERCRAFT! ONE OF 'EM CAN BE OUR TICKET OUTTA HERE.

YES-- ONE OF THEM!

BUT, HULK IS TIRED OF BEING HOUNDED BY PINK-SKINNED SOLDIERS AND BROWN-SKINNED SOLDIERS.

THIS TIME--NO ONE WILL FOLLOW!

SKR-UTCH

I'M WITH YOU, JADE-JAWS...

...AN' I JUST GOT A HUMDINGER OF AN IDEA!

USAF

HUH?

OH--NOW HULK SEES!

AND, A SPLIT MILLI-SECOND LATER--

SMRAASH!

--SO DOES EVERYONE ELSE!

COME BACK HERE! DON'T--

BEN-- FOR GOD'S SAKE-- STOP THIS MADNESS!

SAVE YER BREATH, REED-SWEETIE! YOU HUMAN TYPES BEEN EXPLOITIN' ME LONG ENUFF.

FROM HERE ON IN, YOU CAN CHANGE YER NAME TO--

--THE FANTASTIC THREE!

THOSE MONSTERS! THEY GOT AWAY-- AND YOU JUST STOOD THERE!

DID I ENLIST A TEAM OF SUPER-HEROES...

...OR A HIGH SCHOOL PEP SQUAD?

KEEP IT UP, MISTER, AND YOU WON'T HAVE EITHER ONE TO KICK AROUND.

THERE'S MORE TO THIS THAN MEETS THE EYE...

I DON'T KNOW HOW I KNOW IT-- BUT I DO!

WHILE, HEADING MORE OR LESS **DUE EAST** AT CRUISING SPEED...

SOMEHOW, BENJY-BABY, I AIN'T SURE THAT WUZ THE **BRIGHTEST** THING YOU EVER DID, BACK THERE...

AN' I'M STILL NOT SURE JUST **WHY** I DID IT.

OL' **GREENSKIN** AIN'T EXACTLY THE GREATEST TALKER THIS SIDE'A **TOM SNYDER.**

STILL, THEY SHOULDN'TA **TRUSSED 'IM UP** LIKE THAT...*

*LAST ISSUE. -- ROY.

...NOT WHEN THEY'D PROMISED TA **SET 'IM FREE** WHEN HE TURNED BACK TA **BRUCE BANNER!**

LOOK, PAL-- THE **FUEL** IN THIS CRATE WON'T LAST **FOREVER**-- AND WE MAY ALREADY HAVE THE WHOLE AIR FORCE **TAILIN'** US.

YOU GOT ANYPLACE **SPECIAL** YOU WANNA GO TO **HIDE OUT?**

MEBBE WE SHOULD'A HEADED **WEST,** TOWARD THE **DESERT** WHERE YOU COME FROM.

THE DESERT-- **YES!** HULK **LIKED** DESERT.

NO ONE AROUND BUT **HULK**-- AND **SUN**-- AND **LIZARDS.**

REMEMBER **ONE** PLACE-- HULK **REALLY** LIKED--

--LIKE A **BRIDGE,** BUT MADE OF **ROCK!**

HULK USED TO **SIT** THERE, WHEN HE WAS TRYING TO **THINK,** AND--

WAIT!

HUH?

LOOK, LITTLE MAN-- **DOWN THERE!!**

NOW **LISSEN**-- YOU MIGHT **OUT-WEIGH** ME BY A FEW HUNDRED POUNDS BECAUSE'A THEM NUTTY **GAMMA RAYS** THAT MADE YOU THE **HULK**--

BUT THE **COSMIC RAYS** THAT HIT **ME** DIDN'T LEAVE ME **NOBODY'S** "LITTLE MAN"!

THAT DOESN'T **MATTER** NOW. **LOOK!**

IN THAT **CITY** BELOW--

A **BRIDGE**-- LOT LIKE THE ONE HULK LIKED IN **DESERT!**

LET'S GO **DOWN** THERE-- SO HULK CAN TRY TO **THINK** AGAIN!

I DUNNO HOW TA **BREAK** THIS TO YA, PAL-- BUT THAT'S **ST. LOUIS, MISSOURI,** DOWN THERE--

AN' THAT **GATEWAY ARCH** IS THEIR BIGGEST PRIDE AN' JOY SINCE **LINDY** FLEW THE **ATLANTIC.**

THEM GOOD PEOPLE AIN'T GONNA **DIG** YOUR PARKING YOUR BIG GREEN **CARCASS** ON IT.

HULK DOESN'T CARE **WHAT** THEY WANT.

JUST TAKE SHIP DOWN-- *NOW!*

DON'T ORDER *ME* AROUND, YOU OVERGROWN *RADISH*, OR I'LL--

HUH--?

FEEL KIND'A *DIZZY*-- ALLUVA SUDDEN!

IS THING *ALL RIGHT*? HULK DOESN'T KNOW YET IF WE'RE *FRIENDS*...

...BUT DON'T WANT ANYTHING TO *HAPPEN* TO YOU, TILL HULK *FINDS OUT.*

YEAH, YEAH, I'M *OKAY.*

IT WUZ JUST A *PASSIN' PHASE*, I GUESS.

NOW, HITCH UP YER *PURPLE PANTS*, PAL...

WE'RE *GOIN' DOWN!*

WE'VE *LOCATED* THE HOVERCRAFT ONCE MORE, MR. RICHARDS!

IT SEEMS TO BE *STOPPING*-- IN *DOWNTOWN ST. LOUIS!*

I CAN'T *BELIEVE* IT!

AT THE VERY *LEAST*, I'D HAVE CREDITED BEN WITH ENOUGH SENSE TO KEEP THE HULK AWAY FROM ANY *POPULATION CENTERS.*

YOU *WOULD*, WOULD YOU? WELL, AFTER THE WAY HE BUSTED THAT GREEN-SKINNED MONSTER *OUT* OF HERE--

--PERHAPS YOU DON'T *REALLY* KNOW THAT BESTIAL PARTNER OF YOURS AS WELL AS YOU *THOUGHT* YOU DID!

YOU NOW HAVE *THREE* SUPER-HEROES WORKING FOR YOU, COLONEL.

WOULD YOU LIKE TO TRY FOR *TWO*-- WITH A *FAT LIP* FOR A *BONUS*?

JUST GIVE US A *FAST SHIP*-- AND GET OUT OF OUR *WAY!*

ALL RIGHT-- I'LL GIVE YOU *ONE LAST CHANCE* TO MAKE GOOD.

BUT IF YOU HAVEN'T *RE-CAPTURED* THE HULK BY *NIGHTFALL*...

...WE'LL HAVE NO CHOICE BUT TO *HIT* BOTH HIM AND *BEN GRIMM*-- WITH EVERY NON-NUCLEAR THING WE'VE *GOT!*

SHOOSH!

WHAT YOU *SAID* BACK THERE, BROTHER-IN-LAW,... DO YOU REALLY THINK THE HULK *HEXED* BEN, SOMEHOW?

NO, JOHNNY. BEN'S REACTION WAS *SINCERE*, IF MISGUIDED...

...IT'S WHAT MAY HAPPEN *NEXT* THAT'S GOT *ME* WORRIED.

WHAT DO YOU *MEAN*?

I TOLD YOU EARLIER THAT THE HULK SOMETIMES EMITS *GAMMA RADIATION.*

BEN'S NEVER BEEN *EXPOSED* TO SUCH A THING FOR ANY GREAT LENGTH OF *TIME* BEFORE.

THAT'S *TRUE!* THEIR PREVIOUS FIGHTS HAVE BEEN *FURIOUS*-- BUT *SHORT!*

CHECK! BUT NOW THEY'VE SPENT *HOURS* TOGETHER, AND--

WELL, NO USE *TALKING* ANY MORE.

WE'RE OVER *DOWNTOWN ST. LOUIS...*

--AND THERE THEY ARE!!

THIS IS *YOUR* FAULT, THING!

WHY DIDN'T YOU LAND US ON WHAT YOU CALL *ARCH*, INSTEAD OF JUST A *ROOF?*

BECAUSE, YOU BIG GREEN CHEESE, THE ARCH IS *CURVED*, AND WE'D NEVER HAVE--

HEY! PUT DOWN THAT HUNK'A *CONCRETE!*

NO! TOO MANY SOLDIERS DOWN BELOW!

SOLDIERS! ALWAYS SOLDIERS OR MEN IN BLUE-- WHEREVER HULK GOES!

WHY? WHY WON'T THEY LEAVE HULK ALONE??

ST. LOUIS HAS IT ALL, FROM A TO Z

MAYBE IT'S 'CAUSE YOU ALWAYS END UP ACTIN' LIKE A GREEN BULL IN A CHINA SHOP-- EVEN WORSE'N I DO.

NOW, I'M ASKIN' YOU REAL NICE...

PUT THAT THING DOWN!

AND HULK SAYS--NO!

WHAT DO YOU SAY TO THAT?

BA SSK!

OH-- NUTHIN' MUCH!

LOOK OUT! THAT THING GUY SMASHED THAT HUNK OF BUILDING...

BUT NOW IT'S RAININ' CONCRETE!

THAT AIN'T ALL IT'S RAININ', SARGE.

HEADS UP--

HERE COMES THE HULK!

SO-- YOU PUNY HUMANS WANT HULK, DO YOU?

WELL-- HULK IS HERE!

SHA-KOOM

JEEZ-- I NEVER QUITE REALIZED IT BEFORE, BUT THAT GUY EVEN MAKES ME LOOK LIKE A REAL PUSSYCAT.

IF ONLY THAT PUNK COLONEL HADN'T DOUBLE-CROSSED US, AN' MADE ME MAD--

USAF

--THEN, I WOULDN'T HAVE HAD TA--

WOOSH! THERE GOES THE OL' NOGGIN AGAIN!

WORSE-- THIS TIME--!

NOW I'M OKAY AGAIN-- BUT--

OH, FER CRIPES' SAKE!

HULK, YOU LIME-COLORED LUMMOX!

NOW THEY'LL HAVE THE WHOLE BLAMED ARMY AFTER YA!

LET THEM COME! HULK IS READY FOR THEM.

HULK IS READY FOR ANYONE!

DOES THAT INCLUDE US, HULK?

HUH? WHO--?

WHO D'YA THINK IT IS, JADE-JAWS?

I KNEW THIS'D HAPPEN IF WE STAYED IN ONE PLACE TOO LONG-- I JUST KNEW IT!

WOTTA REVOLTIN' DEVELOPMENT THIS IS!

THE ONLY "REVOLTING DEVELOPMENT" WAS WHEN YOU TURNED AGAINST US-- AND FREED THE HULK!

DON'T YOU SEE, BEN? WE COULD HAVE TALKED THE MILITARY INTO LETTING US HELP DR. BANNER--

BUT, YOU HAD TO GET CARRIED AWAY-- AND, IN YOUR OWN VERNACULAR, YOU BLEW IT!

AND THAT'S JUST THE BEGINNING!

EVERY MINUTE YOU STAY NEAR THE HULK-- YOU'RE IN MORTAL DANGER!

YEAH, AND I CAN JUST ABOUT GUESS WHY, TOO! THAT COLONEL SANDERS--

SELLERS.

WHATEVER! ANYHOW, HE'S SO ALL-FIRED EAGER TA WASTE THE HULK, HE MIGHT JUST TAKE ST. LOOIE WITH 'IM!

THAT'S POSSIBLE, OLD FRIEND-- BUT IT'S NOT THE KIND OF DANGER I MEANT.

NO TIME TO EXPLAIN-- BUT, IF YOU'LL JUST HELP US RE-CAPTURE THE HULK--!

NO!

HULK SEES WHAT YOU ARE TRYING TO DO!

YOU ARE TRYING TO ROB HULK-- OF HULK'S ONE NEW FRIEND--

--AND HULK WON'T LET YOU!

THOM

WHILE WE JUST STAND HERE-- ABOUT AS EFFECTIVE AS A BUNCH OF TOY SOLDIERS!

LET ME TAKE A SHOT AT 'IM, SARGE! HE MUST HAVE A WEAK SPOT!

I READ ABOUT THIS GUY ONCE-- HE HAD THIS HEEL, SEE, AN'--

NO! WE'RE TO DO NOTHING THAT MIGHT ENDANGER THE CIVILIAN POPULACE.

BESIDES, I'VE GOT ME AN AUNT THAT LIVES AROUND HERE SOMEPLACE!

NOW, THING-- WE ARE TOGETHER AGAIN! AT LEAST-- HULK THINKS SO!

ARE YOU WITH HULK-- OR AGAINST??

I-I'LL LETCHA KNOW IN A MINNIT! MY HEAD AGAIN-- IT--

SKUKTCH

BEN! FOR YOUR OWN SAKE--RUN FOR IT!

GET AS FAR AWAY FROM THAT MONSTER AS POSSIBLE, BEFORE--

THANKS, PAL-- FOR MAKIN' UP MY MIND FOR ME!

SO NOW HE'S JUST A MONSTER, HUH-- NOT EVEN A NAME ANY MORE.

OKAY, GREENIE--

LET 'ER RIP!!

HAH! THIS WILL FINISH OFF MAN IN BLUE!

HUH??

SORRY, HULK, OL' BUDDY...

BUT, WITH J. STORM AT THE CONTROLS, A SITTING DUCK WE AIN'T!

OKAY, REED-- SUE WILL DITCH THE CRAFT IN OLD MUDDY, SO IT DOESN'T HURT ANYBODY.

WE DIDN'T HAVE TIME TO FUEL IT FULLY, ANYWAY.

THE MAIN THING IS, I'VE GOT TO GET CLOSE TO BEN AND THE HULK.

THIS TRANQUILIZER-DEVICE I'VE ADAPTED FROM THE MILITARY'S MODEL IS ONLY EFFECTIVE AT VERY CLOSE RANGE.

I JUST HOPE THAT SUE CAN--

SHE CAN, REED.

BELIEVE US...

...SHE CAN!

SO, TIME TO TRY ANOTHER STUNT I'VE BEEN PRACTICING IN SECRET...!

CAN'T JUST GO ON BOBBING ABOUT LIKE THIS-- NOT WHILE REED AND JOHNNY NEED ME!

ONLY THING IS, I CAN'T SEE THE INVISIBLE PATH I'VE CREATED-- SO I'VE GOT TO TAKE IT SLOW.*

*ARTISTIC REPRESENTATION OF INVISIBLE PATH PRESENTED AS A PUBLIC SERVICE BY MARVEL, THE COMIC-MAG COMPANY WITH A HEART. --ROY.

WHILE, BACK AT THE FRONT--

STEP ASIDE, BEN! THIS GAS-WEAPON IS ADJUSTED TO DOWN THE HULK.

YOU'RE SMALLER THAN HE IS, AND IT MIGHT--

LISTEN, FRIEND-- I'VE HAD IT UP TA HERE WITH PEOPLE REFERRIN' TO ME AS A 98-POUND WEAKLING!

NOW JUST STAND ASIDE, AND I'LL GET THE HULK OUTTA TOWN BY SUNDOWN.

OTHERWISE -- WATCH OUT!

WATCH OUT YOURSELF, ROCK-FACE!

JOHNNY-- DON'T--!

BUT, IT'S TOO LATE FOR WORDS, AS THE BELLIGERENT BEHEMOTH IS STRUCK BY OUR TORRID TITAN...*

*WITH APOLOGIES TO A BRAND NAMED ECHH, CIRCA 1965. --ROY.

**AW, C'MON, RASCALLY-- LET'S NOT START UP THOSE OLD FEUDS AGAIN! --SMILIN' STAN.

***OKAY, OKAY!--R.

YET, BEFORE THE TORCH'S SEETHING FLAMES CAN DO MUCH MORE THAN WARM BEN'S ARMORED HIDE--

--THE THING SWINGS A MIGHTY ARM, HURLING HIS YOUNG FOE AWAY LIKE SO MUCH RICE FROM LAST WEEK'S WEDDING--

--STRAIGHT INTO ONE **REED RICHARDS**, Ph.D.!

WHUMP!

STUNNED BY THE IMPACT, THE F.F.'S LEADER **REELS**--

AND, THOUGH HE MANAGES-- JUST **BARELY**-- TO REACH THE TOP OF THE **GATEWAY ARCH** ITSELF--

--THE **TRAN-QUILIZER GAS** DOESN'T MAKE THE TRIP **WITH** HIM.

AS FOR OUR FAR-FROM-FORGOTTEN **HUMAN TORCH:**

OOOOOFF!

THANK HEAVEN YOU'RE **ALL RIGHT**, JOHNNY!

NOW TO--

OH NO! NO--!

WH-WHAT'S **WRONG**, SIS?

IT'S THE **HULK!** HE'S GRABBED **BEN**-- AND HE'S HURTLING WITH HIM TOWARD THE **ARCH!**

HE'LL **SMASH** REED-- **KILL** HIM, IN HIS ANGER-- **UNLESS**--

CAN'T TAKE A CHANCE ON MAKING THE HULK'S HAND **INVISIBLE!**

HE MIGHT STILL **FOLLOW THRU** WITH THE BLOW!

FORCE FIELD-- REED'S ONLY **CHANCE**--!

BUT-- SO **TIRED** NOW--

HOW LONG-- CAN I **HOLD** IT--

--AGAINST THE **HULK?**

HEY! I'M FEELIN'-- EVEN **DIZZIER'N** EVER--

JUST THE **SAME**-- NOW, CORRECT ME IF I'M **WRONG**, GREENIE--

--BUT AIN'T THAT MY BUDDY YER TRYIN' TA CLOBBER?

BEN GRIMM'S BLOW IS WELL-TIMED AS REGARDS THE HULK...

YET, ITS EFFECT-- EVEN INDIRECTLY-- UPON A SEMI-CONSCIOUS MR. FANTASTIC IS SOMETHING ELSE AGAIN!

REED!

OMIGOSH-- CATCH 'IM, SOMEBODY--

ANYBODY!

G-GOT HIM! PUT FORCE BUBBLE AROUND HIM-- SO THE NATURAL AIR RESISTANCE WOULD HELP SLOW HIS FALL!

BUT NOW-- SO WEAK--!

IT'S OKAY, SIS...

WE'VE DONE ALL WE CAN-- ALL THREE OF US.

NOW-- IT'S BEN'S SHOW!

BEN'S SHOW: YET, NO MORTAL CREATURE HAS MORE SHEER POWER AT HIS POTENTIAL DISPOSAL THAN THE RUTHLESS, RAMPAGING HULK...

THOK!

FOR, EVERY BLOW HE STRIKES MERELY INCREASES HIS ANGER--

FWOOM!

--AND THUS, HIS FREAKISH STRENGTH!

ALL THE SAME, HE'S NOT FACING ANY MERE HUMAN NOW--

BOK!

--BUT ONE AS STRANGE-LY SPAWNED AS HE!

TO THE MURMURING **MULTITUDES** BELOW, BOTH UNIFORMED AND CIVILIAN, THE THING'S BLOW IS A SIGN OF RESURGENT **POWER** AND **HOPE**...

YET, **THREE** AMONG THEM KNOW THE AWFUL, UNSPEAKABLE **TRUTH:**

AGAINST THE **HULK**-- THE THING **CANNOT** WIN!

BUT, IF THEIR ERSTWHILE **COLLEAGUE** KNOWS IT-- HE'S LOATH TO **ADMIT** IT!

MUST'A BEEN-- OUTTA MY **HEAD**-- TO LET **YOU** LOOSE!

POW!

MY-- **HEAD**--! GETTIN' **DIZZY** AGAIN--!

NO-- **WAITAMINNIT!** IT'S-- **DIFF'RENT,** THIS TIME--

I FEEL **ALMOST** LIKE--

I **AM!** I'M **CHANGIN'**--

--CHANGIN' **BACK** TO--

--**BEN GRIMM!**

THE TRANSFORMATION FROM MAN-MONSTER TO HUMAN IS STILL NOT QUITE **COMPLETE** WHEN THE SNARLING HULK LANDS HIS **OWN** SUNDAY PUNCH...

ARRR

STILL, IT'S COMPLETE ENOUGH FOR **JOHNNY STORM** TO SEE, AND TO **CRY OUT**--

FLAME ON!

JONNY-- DON'T TAKE A CHANCE ON THE **IMPACT** IF YOU CATCH HIM IN **MID-FLIGHT!**

YOU'RE STILL **TOO WEAK**--!

CHECK, BOSS-MAN! FOR ONCE, I'LL **OBEY** ORDERS--

--AND CREATE A **HEAT UPDRAFT** SO THAT BENJAMIN J. CAN LAND SOFT AS A **FEATHER.**

YET, EVEN AS THE MOMENT'S FLAMES **DIE OUT,** AND THE F.F.'S PRODIGAL SON LANDS RELATIVELY **UNSCATHED...**

...HIS FORMER **COMRADE-IN-ARMS** IS SOMEWHAT LESS THAN **ENCHANTED** WITH THE TURN OF EVENTS.

BEN-- ARE YOU **ALL RIGHT,** BEN??

YEAH, I'M **OKAY,** I GUESS...!

THANK THE **LORD!** IF YOU'D **HIT** IN YOUR **HUMAN** FORM, YOU'D HAVE--

H-HUMAN...?

DID YOU SAY-- HUMAN!?

SO! THEY HAVE DONE IT **AGAIN,** JUST LIKE THEY **ALWAYS** DO.

WHENEVER HULK FINDS A **FRIEND**-- THEY TAKE HIM **AWAY.**

--AND HULK IS **ALONE** AGAIN!

HIS **INTEREST** IN THE GATEWAY ARCH NOW AT WHAT MAY MOST CHARITABLY BE DESCRIBED AS A "**LOW EBB,**" THE GREAT GREEN GARGOYLE **LEAPS AWAY**--

--AND INTO THE PAGES OF THE 195th ISSUE OF HIS **OWN** WAITING MAG!

THOOM!

IT IS A TRIBUTE TO THE MEN WHO **BUILT** THE ARCH THAT IT **SURVIVES** HIS DEPARTURE.

AWRIGHT, EVERYBODY-- **CLEAR OUT!** THE DANGER'S **OVER!**

A LOT MORE THAN **THAT'S** OVER-- RIGHT, OL' BUDDY?

YOU MEAN-- I'M REALLY **BEN** AGAIN?

NO "**THING**"-- JUST PLAIN **BEN!?**

YES, BEN!

JUST HITCH UP YOUR **TROUSERS,** HUH, MR. GRIMM?

I MEAN -- THIS CITY AIN'T **X-RATED,** Y'KNOW?

IT WAS THE HULK'S **GAMMA RADIATION** DID IT, BEN. **REED** FIGURED IT OUT, AND--

I DON'T CARE **WHAT** IT WAS. JUST POINT ME TO THE NEXT PLANE TA **NEW YORK**--

...SO I CAN SHARE THE GLAD TIDIN'S WITH **ALICIA!**

OH, REED-- HE'S SO **HAPPY** NOW! IT'S WHAT HE'S **WANTED**-- FOR SO VERY **LONG!**

TO BE NOT A **MONSTER**-- BUT ONLY A **MAN!**

NO ONE'S HAPPIER FOR HIM THAN **I** AM, HONEY. BUT, I **WONDER...**

DOES THIS MEAN-- THE **END** OF THE **FANTASTIC FOUR??**

WE'RE BETTING, BELIEVER, THAT **YOU'VE** ALREADY GOT A HUNCH THAT IT **DOESN'T!** AND YOU'RE **RIGHT!**

BUT, WILL YOU BE **READY,** NEXT ISSUE, FOR--

THE REPLACEMENT?

FANTASTIC FOUR

MARVEL COMICS GROUP™

APPROVED BY THE COMICS CODE AUTHORITY

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THE WORLD'S GREATEST COMIC MAGAZINE!

FANTASTIC FOUR®

LET'S GO, CAGE! YOU'RE ONE OF US NOW!!

YOU KNOW IT, TORCH!

FOR YEARS, I'VE WANTED TO BE JUST PLAIN BEN GRIMM-- NOT THE THING!

BUT, NOW THAT I AM, I'VE BEEN--

--REPLACED BY POWER MAN!

A brilliant scientist— his best friend— the woman he loves— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!
MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! Now they are the FANTASTIC FOUR— and the world will never again be the same!

Stan Lee PRESENTS: THE FANTASTIC FOUR!™

FOR ONCE AND FOR ALL, LET'S SET THE **RECORD** STRAIGHT: THE WORLD-FAMOUS **BAXTER BUILDING** TOWERS PRECISELY **FORTY STORIES** ABOVE THE STREETS OF MIDTOWN MANHATTAN.

MOST PEOPLE, HOWEVER, THINK OF IT AS HAVING ONLY **35**--BECAUSE THAT'S AS HIGH AS ANY **ELEVATOR** WILL TAKE **THEM.**

FOR, FROM THE **36th** FLOOR TO THE TOP, THE FINAL FIVE LEVELS CAN BE REACHED ONLY BY A **SPECIAL** ELEVATOR--

--OR, OF COURSE, BY THE EVEN MORE **COLORFUL** METHODS OF THE SKY-BLAZING **HUMAN TORCH!**

WHERE HAVE ALL THE POWERS GONE?

FACE IT, STORM! YOU'VE FLOWN IN **CIRCLES**-- STALLED ABOUT AS LONG AS YOU **CAN.**

YOU **CAN'T** DELAY DROPPIN' THE **BOMBSHELL.** ANY LONGER-- **NO WAY!**

BUT-- THEY'RE NOT GONNA **LIKE** IT!

JV234

ROY THOMAS * RICH BUCKLER * JOE SINNOTT
WRITER/EDITOR — ARTIST — EMBELLISHER

PHIL RACHELSON / JOE ROSEN
COLORIST / LETTERER

JOHNNY'S COMING, REED. AND THAT MEANS THE MOMENT WE'VE BOTH DREADED IS NEAR.

OH, DARLING-- WHAT IF HE WON'T ACCEPT THE CHANGE? YOU KNOW HE'S BEEN TERRIBLY UPSET--

--EVER SINCE THAT GIRL FRANKIE WOULDN'T DATE HIM PRECISELY BECAUSE HE WAS A SUPER-HERO! HE --

SLOW DOWN A MINUTE, HONEY. DON'T GET ALL UPSET.

GIVE JOHNNY A CHANCE TO BE REASONABLE FIRST, OKAY?

AFTER ALL, HE'S NOT A KID ANY-MORE...

CHARTER OF INCORPORATION

HE'S OLD ENOUGH TO MAKE UP HIS OWN MIND.

I KNOW, REED, BUT STILL--

I KNOW IT TOO, BROTHER-IN-LAW...

AND I'M GLAD TO HEAR YOU GIVE ME CREDIT FOR SOMETHING, ANYWAY.

I NEVER THOUGHT OTHERWISE, JOHNNY.

BUT, YOU SOUND TO ME LIKE A GUY WITH A BEEF.

CARE TO GET IT OFF YOUR CHEST?

CHECK! IT'S LIKE THIS, REED--

I WANT A LEAVE OF ABSENCE FROM THE FANTASTIC FOUR, EFFECTIVE IMMEDIATELY!

I SEE. DURING WHICH TIME, YOU'LL--?

--TRY TO MAKE UP MY MIND WHETHER I WANT TO COME BACK-- EVER!

I SUSPECTED AS MUCH.

OH, JOHNNY-- HOW CAN YOU ASK SUCH A THING-- NOW, WHEN REED AND I NEED YOU THE MOST?

THAT'S HITTING BELOW THE BELT, SIS.

EVER SINCE THAT FIRST DAY-- HAS THERE EVER BEEN A TIME YOU COULDN'T HAVE SAID THE SAME THING?

HE'S RIGHT, SUE-- AND MAYBE HE DOES NEED SOME TIME TO HIMSELF.

MAYBE WE ALL DO--

BUT ***SUE'S*** RIGHT, TOO, JOHNNY. AFTER ALL, HOW MANY TIMES BEFORE HAVE WE BEEN ***WITHOUT*** THE SERVICES OF THE F.F.'S ***STRONGEST MEMBER***?

HEY, LEADER-MAN-- I THOUGHT ***YOU*** WERE AS HAPPY FOR BEN AS ***I*** AM!

PROBABLY ***HAPPIER,*** SON-- IN MY ***OWN WAY***--!

"AFTER ALL, DO YOU THINK IT WAS ***FUN,*** BACK THERE IN ***ST. LOUIS****-- LYING ***HALF-DAZED*** ON THE PAVEMENT--

"--WHILE ***BEN*** FOUGHT IT OUT WITH THE ***HULK,*** HUNDREDS OF FEET ***OVERHEAD***?

*OR, BACK IN OUR ***LAST ISSUE***-- TAKE YOUR PICK. --ROY.

"IT WAS LIKE A BLOW TO MY ***OWN*** SOLAR PLEXUS--

"-- WHEN THE HULK FINALLY ***CONNECTED,*** WITH A BLOW THAT SENT BEN FLYING ***OFF*** THE GATEWAY ARCH.

KPOW!

"FOR, WE'D ***ALL*** SEEN, EVEN FROM BELOW, THAT BEN WAS BEGINNING TO CHANGE BACK TO HIS ***HUMAN FORM!***

"AND I HAVEN'T FORGOTTEN, JOHNNY, THAT IT WAS ***YOU*** WHO STREAKED TO THE RESCUE WHERE I ***COULDN'T*** HAVE--

"--THEREBY SAVING OUR OLD FRIEND'S ***LIFE***--

"FOR, WHILE THE ***MASSIVE, SCALE-ARMORED THING*** MIGHT HAVE SURVIVED A FALL FROM THAT HEIGHT-- REPEAT, ***MIGHT*** HAVE--

"--THERE WOULD HAVE BEEN ***NO CHANCE*** AT ALL FOR ***BEN GRIMM*** TO SURVIVE!

"BUT **YOU** WERE THERE WITH **THERMAL UPDRAFTS** THAT SLOWED HIS FALL--

"--AND GAVE ME BACK MY **BEST FRIEND**, AT THE SAME MOMENT WE AND THE WORLD LOST THE **THING**--

"--THIS TIME, PROBABLY **FOREVER!**"

OKAY, OKAY--DON'T RUB IT **IN.** LOOK, I STILL WANT **OUT**--

BUT, I CAN TELL YOU'VE GOT SOMETHING ON **YOUR** MIND, TOO--SO **SPILL** IT.

AS SOON AS **BEN** GETS HERE.

WHICH SHOULD BE **ANY SECOND** NOW.

...**PLEASE**, DEAR--NOT SO **FAST!**

SORRY, ALICIA-BABY! GOT **CARRIED AWAY** FOR A MINNIT--FERGOT YOU CAN'T **SEE.**

IT'S JUST THAT I PROMISED REED WE'D BE THERE BY **NOON**--AND OUR OWN **PRIVATE REUNION** WAS GOIN' SO GOOD THAT--

WELL, THERE'S **SOME** TIMES WHEN YA JUST DON'T WATCH THE **CLOCK**, Y'KNOW?

YOU ALWAYS KNOW WHAT TO **SAY**, DON'T YOU, BEN?

YEAH, SURE--THE **JOHNNY CARSON** OF THE **EX-SUPERHERO SET**, THAT'S ME.

SPEAKIN' OF WHICH, I MEANT TA **TELL** YA THAT--**UH** OH!

HERE COMES THE **FAN BRIGADE!**

OH WELL--ANOTHER **DAY**--!

AWRIGHT, KIDS--JUST ONE AUTOGRAPH **APIECE**, AND NO LONG PERSONAL MESSAGES TO YER **AUNT ROSE IN CLEVELAND.** I--

THANKS, MISTER. WE WOULDN'T **DREAM** OF BOTHERING **MS. MASTERS** FOR MORE THAN THAT.

YOU WANT--**MY** AUTOGRAPH?

WHO **ELSE?**

WE CAUGHT YOUR **ONE-WOMAN SHOW** AT THE **KURTZMAN ART GALLERY** LAST WEEK--

--AND WE THOUGHT YOUR SCULPTURES WERE **FAN-FREAKIN'-FASTIC!**

SEE, WE'RE **ART MAJORS** AT ARCHER COLLEGE, AND--

MADE KIND-OF A **FOOL** OF MYSELF BACK THERE--BUT THIS IS **GREAT.**

I MEAN, I'VE HAD **YEARS** OF BASKIN' IN THE LIMELIGHT. NOW IT'S **ALICIA'S** TURN.

SHE **DESERVES** IT--IF SHE CAN **STAND** IT.

HEY, BY THE WAY, MISTER--ARE **YOU** ANYBODY?

NOPE, KID...NOT ANY **MORE.**

DON'T **SAY** THAT, BEN-- DON'T **EVER** SAY THAT!

YOU'RE SOMEBODY TO **ME**--

--NAMELY, THE **MAN I LOVE!**

THEN THAT'S ALL I **CARE** ABOUT, BABY-- **HONEST.**

WELL, WE'RE ALMOST **THERE**, SO--

HEY! WHAT THE **DEVIL**--?

BEN--WHAT'S **WRONG**? YOUR **HAND**-- SUDDENLY IT'S SO **STIFF**--!

IT'S LIKE-- SOMETHIN' **PULLIN'** AT ME-- IT--

NOW IT'S **STOPPED!** I MUST'VE JUST **IMAGINED** IT.

THERE'S NOBODY **AROUND**-- NOTHIN' THAT COULD'VE **DONE** IT.

PERHAPS IT'S SOME SORT OF **DELAYED REACTION**, DEAR--

--LEFT OVER FROM WHEN THE HULK'S **GAMMA RAYS** CHANGED YOU FROM THE **THING** BACK TO **BEN GRIMM.**

YEAH... THAT MUST BE IT. OH WELL...

IT DON'T **MATTER.**

*AND, ON **THAT** NOTE (IN THE TRADE, WE CALL IT "**IRONIC**")...*

NO ANSWER AT **ALICIA'S.** THEY MUST BE ON THEIR WAY **HERE.**

THERE'S **OTHER** REASONS FOR NOT ANSWERING A RINGING PHONE, BOSS-MAN... OR ARE YOU GETTING TOO OLD TO **REMEMBER?**

LITTLE BROTHER, YOU'VE GOT A **FRESH MOUTH!**

AND, BY THE WAY-- HE'S **NOT!**

...**NOW** WHAT IS IT, BEN?

NUTHIN' MUCH.

PRIVATE

NO ADMI NCE

I JUST STARTED TO ACTIVATE THE GIZMO THAT OPENS THE F.F.'S PRIVATE **ELEVATOR DOOR...**

...AND I JUST NOTICED I AIN'T WEARIN' THE RIGHT **BELT** TODAY!

HEY, **YOU!** WHAT'RE YOU **DOING** THERE?

OH **NO!** NOT **ANOTHER** WISE-GUY THAT DON'T KNOW ME!?

LOOK, FELLA, I KNOW THIS DON'T--

OH, **HELLO,** MISS MASTERS. I DIDN'T **SEE** YOU THERE FOR A SECOND.

IF YOU'LL **PERMIT** ME...

...I WOULDN'T WANNA KEEP AN *IMPORTANT PERSON LIKE YOU* WAITING, NOSSIR!

THERE.

*THE SWIFT ASCENT IS MADE IN TENSE **SILENCE.** THEN--*

AH, GLAD YOU'RE *HERE*, BEN. NOW I CAN--

WHAT'S THE *MATTER*, FELLA? YOU LOOK LIKE YOU LOST YOUR *BEST FRIEND.*

I'M ALMOST STARTIN' TO THINK I *DID*-- AND JUST NOW *NOTICED* IT.

SO ANYWAY, STRETCH-- WHY THE BIG *POW-WOW*?

I MAY AS WELL COME RIGHT *OUT* WITH IT--

I ASKED YOU HERE TODAY-- TO TELL YOU I'VE HAD TO *REPLACE* YOU AS A MEMBER OF THE *FANTASTIC FOUR!*

HUH? WHY OF ALL THE *CRUDDY--!*

HEAR HIM *OUT*, BEN-- *PLEASE!*

WHAT'S TO *HEAR*? I LOSE A SET OF UGLY *MUSCLES*--

--AN' SUDDENLY YOU DON'T THINK I CAN PULL MY *WEIGHT* ANYMORE, IZZAT IT?

THIS ISN'T *LIKE* YOU, REED. WHAT'S *UP*?

YOU THINK I *WANT* TO DO IT?

OUR *CHARTER* SAYS THAT *"FANTASTIC FOUR, INC."* MUST MAINTAIN *FOUR SUPER-POWERED MEMBERS* AT ALL TIMES.

YOU NO LONGER *HAVE* SUCH POWERS, BEN--SO YOUR *REPLACEMENT* IS WORKING OUT RIGHT NOW, IN THE *NEXT ROOM.* HE--

YEAH? THEN, LET'S JUST SEE *WHO* IN BLAZES THINKS HE CAN *WALTZ IN HERE* AN'--

HOLY COW.

BTOK!

IT'S THAT *LUKE CAGE* GUY--

POWER MAN!!

OF COURSE, BEN. WHO DID YOU THINK I'D PICK-- WILLIE LUMPKIN?

OKAY, OKAY-- SO HE'S A REAL LIVE SUPERHERO.

THAT STILL DON'T MEAN HE'S GOT THE SHEER MUSCLE TA REPLACE ME, FOR CRIPES' SAKE!

WHY, LOOK AT 'IM--

HE'S HAVIN' A TUFF TIME WITH THAT B-GRADE ROBOT O' YOURS!

IN MY DAY, I COULD'A POLISHED OFF THAT HUNK'A TIN WITH ONE MITT TIED BEHIND MY BACK.

I HEARD THAT, MY MAN...

AND, IF IT'S SCRAP METAL YOU WANT...

BTOM!

...IT'S SCRAP METAL YOU GET!

THRF

ULP!

UH OH! NOW YOU'VE PUT YOUR FOOT IN IT, CAGE!

YOU COME HERE FOR AN AUDITION-- AND YOU WIND UP TOTALIN' THE JOINT.

AND THIS AIN'T EXACTLY THE KIND'A THING THEY CAN TAKE OUTTA YOUR FIRST WEEK'S SALARY!

DON'T WORRY ABOUT IT, FELLA...

THAT WAS AN OBSOLESCENT ROBOT MODEL, ANYWAY.

YEAH. SORT'A LIKE ME, RIGHT, REED?

HEY, RICHARDS-- WHAT'S BUGGIN' THIS DUDE?

I DON'T EVEN KNOW 'IM.

OH, BUT YOU DO, MR. CAGE.

THIS IS BEN GRIMM-- FORMERLY THE THING!

SORRY 'BOUT THAT, GRIMM. I DIDN'T RECOGNIZE YOU WITHOUT SCALES AN' A FEW HUNDRED EXTRA POUNDS.*

S'OKAY. WHY SHOULD YOU BE ANY DIFFERENT?

AT ANY RATE, MR. CAGE-- WELCOME TO THE CLUB.

YOU'RE NOW A FULL-FLEDGED MEMBER OF FANTASTIC FOUR, INC.!

THAT'S COOL-- AND THE NAME'S LUKE.

*THEY LAST MET IN MARVEL TWO-IN-ONE #13 --ROY.

I JUST HOPE YOU'LL UNDERSTAND, BEN. AS I TRIED TO SAY BEFORE, LEGALLY, WE HAVE TO HAVE--

FOUR SUPER-HEROES. I KNOW.

AN' THAT'S SOMETHIN' I DEFINITELY AIN'T, ANY MORE.

HEY, LISTEN, MAN-- I JUST WANT YOU TO KNOW, I NEVER --

FERGIT IT! LIKE, I'M ON TV IN A COUPLE'A MINUTES, IN A TAPED INTERVIEW-- ONE THAT'LL PROB'LY MEAN A WHOLE NEW CAREER FOR ME--

--ONE I WON'T NEED TO BE A SUPER-JOCK FOR!

HEY, WILD, BEN! YOU MEAN "THE AFTERNOON SHOW," RIGHT?

THIS MONITOR USUALLY PICKS UP SATELLITE BROADCASTS--

BUT, JUST THIS ONCE, I'LL USE IT FOR A REGULAR-TYPE IDIOT BOX!

IMPATIENTLY, THE GATHERED SEXTET WADE THRU **55 MINUTES** OF A ONE-HOUR SHOW. THEN, AFTER THE PENULTIMATE SERIES OF LOCAL **COMMERCIALS**...

...AND NOW, I'D LIKE YOU TO MEET **BEN GRIMM**, FORMERLY KNOWN AS **THE THING**...

THERE YOU ARE, BEN!

...ONCE THE **STRONGEST** MEMBER OF NEW YORK'S OWN **FANTASTIC FOUR.**

IT'S ABOUT **TIME!**

...SO HOW DOES IT **FEEL**, MR. GRIMM, NOT TO BE A **SUPER-HERO** ANY LONGER?

IT FEELS **GOOD**... IT FEELS **BAD**. I GUESS I'LL HAVE TO **SORT IT OUT.**

THANK YOU, BEN GRIMM...!

OH **NO!** THEY **CUT** IT! THEY **BUTCHERED** IT!

THEY CUT OUT EVERY-THING BUT **ONE LOUSY QUESTION**--

--MADE ME LOOK LIKE A TONGUE-TIED **KLUTZ!**

THAT'S **RIGHT**, MR. AND MRS. NEW YORK-- THAT WAS **BENJAMIN J. GRIMM.**

AND HERE, ON **FILM**, IS HOW HE LOOKED AT HIS **PEAK**, ONLY A FEW SHORT **DAYS** AGO.

WE'LL NOT SEE HIS **LIKE** AGAIN. AND ONLY **TIME** WILL TELL IF THAT'S A **GOOD** THING... OR A **BAD.**

AND, WITH **THAT** IRREPRESSIBLE PUN, IT'S TIME TO SAY... THANK YOU, AND **GOOD AFTERNOON!**

YOU MEAN-- THAT'S **IT!?** THE **LOUSY--!**

TOUGH BREAK, PAL. I KNOW HOW IT **IS** TO--

KLIK!

CRAM IT, CAGE!

I DON'T **WANT** YOUR PITY--I DON'T WANT **ANYBODY'S!**

THAT WASN'T **PITY**, MAN-- IT WAS JUST A LITTLE **HUMAN UNDER-STANDING.**

THERE'S A **DIFF'RENCE.** YOU'LL FIGURE IT OUT WHEN YOU **COOL DOWN.**

I'LL COOL DOWN WHEN I'M GOOD AN' **READY**, AND NOBODY'S GONNA **TELL** ME--

HOLD IT, BEN! YOU'RE **OUT OF LINE**, OLD FRIEND.

YOU'LL HAVE TO **FORGIVE** HIM, LUKE. HE--

NOBODY'S GOTTA DO NUTHIN'! LIKE YOU SAID, YOU'VE GOT YER PRECIOUS FANTASTIC FOURSOME NOW.

BEN--PLEASE! NO ONE MEANT--

SO, IF YA DON'T MIND, I GOT MY OWN LIFE TA LIVE. SEE YA.

REED--AREN'T YOU GOING TO--?

LATER, HONEY. WHEN HE CALMS DOWN.

DON'T HOLD YER BREATH WAITIN', BIG MAN!

I'LL SHOW 'EM! I'LL SHOW THE WHOLE UNGRATEFUL LOT OF 'EM.

C'MON, BABY! I GOT ME A PHONE CALL TA MAKE--

LIBRARY

--PROVIDIN' THEY AIN'T GONNA CHARGE ME A DIME TA USE THE PHONE, THAT IS.

...'LO, HAL? THIS IS BEN.

BEN GRIMM. REMEMBER ME? I'M THE GUY YER GONNA MAKE RICH, AN' VICE VERSA.

HOW'S THAT BOOKING COMIN' ON THEM LATE-NIGHT TALK SHOWS?

I'VE JUST CLEARED MY WHOLE SCHEDULE, AN'--

LIBR

WHAT'D YOU SAY?

I'LL GIVE IT TO YOU STRAIGHT, BEN. I'M OVER A BARREL HERE.

A FEW DAYS AGO, YOU COULD'VE HAD IT ALL--BECAUSE YOU WERE THE THING.

NOW, WELL--NOW YOU'RE JUST NOT VISUAL, Y'KNOW? AND TV'S A VISUAL MEDIUM, LIKE THEY SAY.

TELEP
MANHATT
DIRECT

LISSEN, MAYBE I COULD GET YOU FIVE MINUTES ON A LOCAL SHOW, IF YOU GOT SOME OLD FILM CLIPS. I--

NUTS!

WHAT'S WRONG, DARLING? YOU MIGHT HAVE SMASHED THE PHONE, SLAMMING IT DOWN LIKE THAT.

A FEW DAYS AGO, I'D HAVE SMASHED THE WHOLE BLAMED DESK!

YEAH. A FEW DAYS AGO.

SLAM!

OH, BEN--I KNOW IT'S HARD, AND I KNOW THAT NOTHING I CAN SAY WILL MAKE IT ANY EASIER--NOT RIGHT AWAY.

JUST REMEMBER THAT YOU WERE A MAN BEFORE YOU BECAME THE THING--AND YOU'RE STILL A MAN--A WONDERFUL MAN.

YEAH, BABY... YEAH, SURE...!

ONLY CATCH IS, BACK THEN I WAS A TEST PILOT. NOW I'M OVER-AGE FOR THAT KIND'A SHTICK.

FROM THE F.F. TO THE OVER-THE-HILL GANG, IN ONE EASY LESSON!

THE REST OF THE AFTERNOON IS SPENT IN PENSIVE **INTROSPECTION** (i.e., **SULKING**).

THEN, COME **EVENING**, BEN DECIDES TO TAKE **ANOTHER** STAB AT THINGS...

...AND FINDS HIS **TIMING'S** A BIT OFF!

BEN! IN HEAVEN'S NAME--**GET OUT OF HERE!**

THESE METAL PROJECTILES CAN BE **DEADLY.** YOU CAN'T JUST--

I'LL **STOP** 'EM, REED---

--THOUGH I'M BETTIN' I AIN'T GONNA GET A ROUND OF **THANKS** FOR IT.

WHO **ASKED** YOU, CAGE?

THERE! I'VE **SHUT OFF** PROFESSOR XAVIER'S MACHINE.

NOW, BEN-- IT'S TIME I **EXPLAINED** A FEW THINGS TO YOU, ONCE AND FOR ALL. WE--

BRRINN

WHAT'S **THAT?**

IF **YOU** DON'T KNOW, LEADER-MAN, I DON'T KNOW WHO **SHOULD.**

IT'S ONE OF OUR **AUTOMATIC ALARMS,** REMEMBER-- HOOKED UP TO ONE OF THE LOCAL **BANKS** WHERE YOU'VE GOT A **SAFETY DEPOSIT BOX.**

HERE! LET'S FIND OUT WHAT'S ON IN THE **FAMILY HOUR...!**

LOOK! SOME-ONE'S SMASHED HIS WAY **INTO** THE BANK.

CAN'T MAKE OUT **WHO--!**

DOES IT **MATTER?**

WHOEVER IT IS, HE DIDN'T DO IT TO MAKE A **NIGHT DEPOSIT!**

MOMENTS LATER, AS BOTH THE **F.F.** AND THEIR FAITHFUL **FANTASTICAR** ARE SEPARATELY, HYDRAULICALLY LIFTED TO THE **ROOF**...

...**COLD** TONIGHT. GLAD THESE **UNIFORMS** OF OURS ARE **THERMALLY TREATED.**

IN **MY** CASE, REED, THAT'D BE LIKE CARRYIN' **COALS** TO **WEST VIRGINIA.**

HEY, HOW DO **YOU** KEEP WARM, P.M.?

LET'S JUST SAY I'VE GOT **THICK SKIN**, AND LET IT **GO** AT THAT.

NOT MEANIN' TO BE **RUDE**--

BUT THIS AIN'T EXACTLY THE TIME TO GO INTO A SONG-AND-DANCE ABOUT MY **ORIGINS.**

YOU SIT **HERE**, LUKE, IN **BEN'S** PLACE, AND--

LIKE **FISH** HE WILL! I DON'T RECALL SIGNIN' A **FORMAL RESIGNATION** FROM THIS COMBO YET.

YOU PAY THE BILLS, REED. WHAT DO **YOU** SAY?

THAT'S **MY** SPOT, CAGE-- SO **MOVE** IT!

I'LL SOLVE THIS LITTLE CRISIS, GUYS--

--BY **FLAMING ON** AND **FLYING** TO THE BANK IN QUESTION, OKAY?

MAYBE BY THE TIME YOU BOZOS **CATCH UP** TO ME, EVERY-BODY'LL BE **BUDDIES** AGAIN.

FAT CHANCE, MATCHSTICK!

JUST **REMEMBER**, JOHNNY-- **NO SOLO ACTION**, TILL WE KNOW WHO WE'RE **UP** AGAINST!

CHECK, SPOIL-SPORT!

SO WHAT'S HE FLYIN' **AHEAD** OF US LIKE THAT FOR?

A VERY **GOOD** REASON, LUKE...

AND THERE IT **IS!** WHOEVER OUR FOE IS, HE **MIGHT** BE ABLE TO SEE IN THE **DARK**--

--SO JOHNNY'S **FLARE-BLAST** WILL SHED A LITTLE **LIGHT** ON THE SUBJECT.

SWELL...

WISH IT COULD DO THE SAME FOR **ME.**

LIKE, WHY'S REED OBVIOUSLY **PAYIN'** THIS **"HERO-FOR-HIRE"** CREEP, WHEN THE **REST** OF US USETA WORK FOR JUST **BED AN' BOARD?**

IF THEY WANT A FULL-TIME MEMBER TO **REPLACE** ME, WHY NOT PICK A GUY WHO DON'T CHARGE BY THE **HOUR?**

NUTS AND DOUBLE-NUTS!

I AIN'T GONNA LEARN ANY ANSWERS STICKIN' AROUND HERE, LIKE THE ORIGINAL FIFTH WHEEL, SO-- GERONIMO!

BEN! WHAT THE DEVIL--?

SEE YOU DOWN BELOW, PEOPLE.

HERE'S WHERE I LEARN IF BEN GRIMM'S STILL GOT WHAT IT TAKES!

THE TORCH'S 4-FLARE'S STILL LIGHTING UP THE SKY, SO I CAN SEE JUST WHO--

HEY! THAT GUY DOWN THERE--I RECOGNIZE HIM FROM HIS MUG SHOTS! IT'S--

THE WRECKER!!*

YOU GOT THE EDGE ON ME, CREEP.

I DON'T KNOW WHO YOU ARE, AN' I DON'T CARE.

ALL I KNOW IS, I CAME TO MAKE A WITHDRAWAL FROM THIS HERE BANK...

FIRST NATIONAL BANK

*ONE OF THOR'S OLDEST AND BOLDEST ENEMIES -- BUT LAST SEEN LEADING HIS OWN INIMITABLE WRECKING CREW IN THE PAGES OF THE DEFENDERS (#18-19, TO BE EXACT). -- ROY THE RESEARCHER.

...AND NOBODY IN A TOY PLANE STRAIGHT OUTTA CONEY ISLAND IS GONNA STOP ME!

SMASH!

HOLY JOE! THAT CROWBAR OF HIS SMASHED MY CRATE TO SMITHEREENS!

JUMPED OUT JUST IN TIME--

--OR DID I??

UNNNH--!

HECK, I DON'T NEED MY CROWBAR TO TAKE CARE OF A PUNK LIKE YOU.

BOK!

MORE FUN WITH MY FISTS, ANY OLD DAY!

BUT HERE COMES THE *FIRST STRING!*

FUNNY-- I DON'T KNOW HOW COME I WAS *EXPECTIN'* 'EM, BUT I *WAS*-- AN' HERE THEY *ARE.*

WELL, I CAN BRING DOWN THE WHOLE BLAMED BUNCH OF 'EM WITH MY *CROWBAR* BEFORE--

CORRECTION, TALL-DARK-AND-UGLY...

THAT'S WHAT YOU *COULD* DO--

--IF NOT FOR THE EVER-LOVELY *HUMAN TORCH!*

THAT *FLAME*-- SO *BRIGHT!* CAN'T *SEE* SO GOOD ANY MORE--!

I BETTER *CLEAR OUT*-- FIND A *SAFER* PLACE, TILL I CAN *SEE* AGAIN.

YOU *DO* THAT, FRED-- WHILE *I* SEE IF YOU HURT *BEN.*

IF YOU *DID,* YOU WON'T BE SAFE EVEN ON THE *MOON!*

BEN! ARE YOU--

I--I'LL *LIVE,* STRETCH...

BUT... I AIN'T GONNA CHEW NO *JAWBREAKERS*... FOR A WHILE...!

SPREAD OUT! SURROUND THE BANK! HE CAN'T GET *AWAY* FROM US.

OH, BEN-- YOU POOR *DEAR*--

DON'T *MOTHER* ME, LADY! I TELL YA, I'M *OKAY.*

I'M SORRY, BEN. I DIDN'T *MEAN* TO--

IF YOU'RE *ALL RIGHT,* I'D BETTER JOIN THE *OTHERS.*

I'M *SWELL.*

FACE IT, B.J.-- YOU MAY STILL BE PART *MALE CHAUVINIST PIG*--

BUT IT DON'T SEEM *RIGHT*-- SUZIE GOIN' OFF INTO *DANGER* LIKE THAT, WHILE *YOU* STUMBLE AROUND WAITIN' FOR THE *BAYER MAN* TA SHOW UP.

HOLD IT!

DOC BANNER CHANGES INTO THE *HULK*-- EVERY TIME SOMEBODY GETS HIM *MAD*--!

WELL, RIGHT ABOUT NOW, I'M MAD ENOUGH TA SPIT--SO, IF I CONCENTRATE HARD ENUFF-- MAYBE I CAN--

I GOTTA! I JUST GOTTA!!

PLEASE, LORD-- PLEASE--!

N-NO USE! IT--IT AIN'T WORKIN'!

AS A HERO-- I'VE HAD IT!

EXCELLENT, LUKE! YOU SAVED ME REACHING FOR HIM WITH THE LONG ARM OF THE LAW.

COR-NEE! MAN, THAT JOKE WAS OLD WHEN I WAS-- HEY!

I WEIGH 300 POUNDS-- SO HOW COME THIS JOKER AIN'T FALLIN'?

TO TELL YOU TH' TRUTH, MUSCLE-MAN, I AIN'T SURE MYSELF--

--BUT THE WRECKER AIN'T ABOUT TO LOOK NO GIFT HORSE IN THE KISSER!

MAYBE YOU CAUGHT POWER MAN OFF-GUARD, FELLA -- BUT YOU'VE STILL GOT THE REST OF US TO CONTEND WITH!

SOCKOW!

DON'T I KNOW IT--!

THAT'S WHY I'M GONNA DO-- THIS!!

THRAK!

LOOK OUT! THAT DEBRIS--!

DON'T WORRY ABOUT ME, BOSS-MAN. THOSE HUNKS MELT LONG BEFORE THEY CAN BRUISE MY DELICATE SKIN.

AND MY INVISIBLE FORCE FIELD WILL--

BEN! WHAT ON EARTH ARE YOU DOING HERE? I DIDN'T SEE--

YOU WEREN'T *SUPPOSED* TO, LADY.

IT'S THIS SLOB WITH A *CROWBAR* I'M AFTER!

SOMEBODY CALLED THE *NORN QUEEN* ONCE TURNED THIS INTO A LOT *MORE* THAN JUST A *CROWBAR*, PAL. AND, WHEN SHE *DID*--*

*'WAY BACK IN *THOR**148. --ROY.

BOK!

--SHE DID THE SAME FOR MY *FISTS*, Y'KNOW?

MMFF..!

MATTER'A FACT, I *STILL* DON'T KNOW *HOW COME* MY CROWBAR SUDDENLY *REAPPEARED* IN MY HANDS THIS MORNING, WHILE I WAS COOLIN' MY HEELS IN *PRISON*--

--*OR* WHY I GOT A SUDDEN URGE TO ROB *THIS BANK* SOON AS I *BUSTED OUT.*

BUT, I DIDN'T FIGURE ON TAKIN' ON THE WHOLE *FANTASTIC FOUR* RIGHT OFF THE BAT--AND ME STILL *OUTTA PRACTICE.*

SO, I COULD USE ME SOME *HEIGHT*-- AND MAYBE A *HOSTAGE*--

--AND, BUDDY, YOU'RE *IT!*

IF YOU *HURT* HIM--!

JUST KEEP OUTTA MY *WAY*-- I *MEAN* IT!

NOW, I WANT THE *FOUR* OF YOU TO *CLEAR OUT* OF HERE, TILL I MAKE A CLEAN *GET-AWAY*--

AN' LEAVE THE *BANK LOOT* RIGHT WHERE IT *IS*--

NOW UNDER CONSTRUCTION --ANOTHER PARKING LOT FOR YOUR CONVENIENCE

--OR ELSE I'M GONNA PLAY *HUMPTY DUMPTY* WITH THIS HERE *EAGER BEAVER!*

WELL? YOU GOT *TEN SECONDS*-- NINE--

WOTTA REVOLTIN' DEVELOPMENT *THIS* IS! I-- *HEY!*

THAT'S *REED'S HAND* SNEAKIN' UP *BEHIND* US! *WHAT*--?

--EIGHT-- SEVEN--

I *MEAN* IT, YOU CRUDHEADS--

--SIX-- FIVE-- *FOUR*--

---THREE--
TWO--
WHAT THE--?
YOU GOT HIM, REED! BUT-- BEN'S FALLING--!
DON'T LOSE YOUR COOL, CREW!
REED AND ME HAD THIS ALL WORKED OUT...
IT'S JUST LIKE CATCHIN' A 200-POUND SACK OF WHEAT!
OR MAYBE I SHOULD SAY-- CORN.
HEY! WHAT ABOUT THE WRECKER?
YEAH-- WHAT ABOUT 'IM?
¡ARRRHH--!
PLOMP!
LOOKS TO ME LIKE THAT DUDE FOUND THE WAY DOWN ALL BY HIS LONESOME.
NOW HERE'S WHERE I START EARNIN' MY KEEP--
--BY SEEIN' IF I CAN KNOCK HIM ALL THE WAY BACK UP AGAIN!
WHAM!
SHOOT! ONLY SLAMMED 'IM TEN, TWENTY FEET!
CAGE-BABY, YOU'RE GETTIN' SOFT IN YOUR OLD AGE.
MISTER, YOU MAY BE HOT SPIT WHEN IT COMES TO FIGHTIN' NUMBERS RUNNERS UP IN HARLEM-- BUT I GOT MY POWERS FROM A GODDESS, OR SOMETHIN' LIKE THAT.
I'M GONNA TAKE MY CROWBAR BACK--AND RAM IT DOWN YOUR THROAT.
ME, I DON'T KNOW A NORN QUEEN FROM A QUEEN BEE--

--BUT, JACK, I KNOW A THREAT WHEN I HEAR ONE!

CAGE--!

THOM!!

AW, I'M NOT GONNA HURT 'IM!

WELL, HE'S OUT-- BUT HE SEEMED AS CONFUSED ABOUT WHY HE ROBBED THIS BANK AS WE ARE.

HOW MUCH MOTIVATION YOU NEED? HE JUST WANTED SOME BREAD, THAT'S ALL.

MAYBE.

ONE GOOD THING: SINCE IT WAS NIGHT, WE POLISHED HIM OFF WITHOUT ANY INNOCENT BYSTANDERS GETTIN' IN THE WAY--

--UNLESS YOU COUNT BEN HERE, O' COURSE.

THE MAIN THING, LUKE, IS THAT YOU PROVED YOU'RE WORTH EVERY PENNY WE'RE PAYING YOU-- AND THEN SOME.

I'LL REMEMBER THAT-- WHEN IT COMES TIME TO ASK FOR A RAISE.

WHAT'S WITH THIS "PAY" BULL, ANYHOW?

WE ALWAYS WORKED JUST FOR EXPENSES--

--AND REED'S TREATIN' THIS GUY LIKE HE'S DOIN' 'EM A FAVOR BY MAKIN' EM PAY THRU THE NOSE.

HOW'RE YOU FEELIN', MR. GRIMM?

I HOPE I DIDN'T CATCH YOU TOO--

IT'S TIME YOU DID SOME MORE CATCHIN', CAGE--

--CATCHING THIS!!

YEEEEOWW!!

PHUD!

M-MY HAND! IT FEELS LIKE-- IT'S THE NEXT THING TA BROKEN!

I DIDN'T TELL YOU TO TAKE A POKE AT ME, BABY.

THAT WAS YOUR OWN DUMB IDEA.

YEAH. YEAH, I GUESS IT WAS...

...ONE OF A BUNCH'A DUMB IDEAS I'VE HAD LATELY...

...LIKE THINKIN' I WUZ STILL WORTH SOMETHIN'...

...NOW THAT I'M JUST PLAIN BEN GRIMM...!

NEXT: THE BIGGEST SHOCK-ENDING YET!!

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THE WORLD'S GREATEST COMIC MAGAZINE!

THE FANTASTIC FOUR®

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FIRST THE THING CUTS OUT FOR GOOD --AND NOW POWER MAN'S TURNED AGAINST US!

IT'S NON-STOP ACTION!!

BEDLAM IN THE BAXTER BUILDING!

IS THIS THE FINISH OF THE FANTASTIC FOUR?

BUCKLER/SINNOTT

YOU KNOW IT, BABY! THIS IS THE LAST ROUND!

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FIVE CHARACTERS IN SEARCH OF A MADMAN!

Y'KNOW SOMETHING? IT JUST OCCURRED TO US THAT IT'S BEEN MANY A MOON SINCE THE EVER-LOVIN' BLUE-EYED THING GOT A CHANCE TO SHOUT OUT HIS AWE-INSPIRING BATTLECRY--

IT'S CLOBBERIN' TIME!

--AN OUTBURST GENERALLY ACCOMPANIED BY A LOUDLY ECHOING--

BAM!

BUT, ALAS, IT'S LIABLE TO BE AN EVEN LONGER TIME BEFORE YOU HEAR IT AGAIN. FOR, THERE IS NO MIGHTY-MUSCLED THING, NOT ANY MORE.

NOW, THERE IS ONLY BEN GRIMM--A MAN WHO HAS HAD HIS WILDEST DREAMS COME TRUE--ONLY TO SEE THEM TURN INTO THE STUFF OF NIGHTMARE--!

ANOTHER STUPEFYINGLY SENSATIONAL SYMBOLIC SPLASH PAGE BROUGHT TO YOU BY THE TEAM OF:

ROY THOMAS & RICH BUCKLER
WRITER/EDITOR ARTIST

JOE SINNOTT, EMBELLISHER

PHIL RACHE, colorist — JOHN COSTANZA, letterer

(BUT, DON'T WORRY--THEY'VE GOT A WHOLE HONEST-TO-AUNT-PETUNIA NON-SYMBOLIC STORY TO GO WITH IT, STARTING NOW--!

JV252

HI THERE, BIG BOY. WANNA BUY A LADY A DRINK?
SURE. YA KNOW ANY?
YOU'RE A REAL CARD, AINTCHA?
A ZILLION YOKS, THAT'S ME.
SCHAC MALT
SO HOW COME YA AIN'T SUBBIN' FOR JOHNNY CARSON, INSTEAD'A HAVIN' A BEER IN THIS CRUMMY JOINT?
I GOTTA GIVE JOEY BISHOP SOMETHIN' TA DO, DON'T I?
NOW LOOK, YOU'RE REAL CUTE AN' ALL, BUT I AIN'T EXACTLY IN A SOCIABLE MOOD, SO WHY DONTCHA JUST--
NO CREDIT
$1.50
I'LL BET YOU'RE STRONG, TOO.
EVER DO ANY WEIGHT-LIFTIN'?
HUH? OH YEAH, SURE... NUTHIN' MUCH, THOUGH... JUST A TON OR SO.
A TON OR--? YOU'RE A FUNNY GUY-- FOR A LUSH.
I'M BETTIN' YOU COULDN'T LICK YOUR WEIGHT IN STAMPS!
LADY, THIS TIME LAST WEEK I COULD LICK BLAMED NEAR ANYBODY--
--AN' I STILL AIN'T EXACTLY TRUMAN CAPOTE.
BUT, LIKE I SAID-- I AIN'T IN THE MOOD.
SO GET LOST, OKAY?
WHY YOU MISERABLE, CHEAP--
HEY, WILBUR! YOU STILL WANNA BUY ME A DRINK?
YOU KNOW IT, ANNABELLE.
WELL, YOU'RE ON...
BUT THIS CREEP'S GOT OUR SEAT AT THE BAR!
LISTEN, LADY, YOU CAN SIT ON THE BAR FOR ALL I--
HEY! WHAT IN BLAZES--??
YOU COME IN HERE LOOKIN' FOR A FIGHT, MISTER?
'CAUSE IF YOU DID-- OL' WILBUR'S SURE GONNA OBLIGE YA!
I WUZ THE MEANEST SONUVAGUN IN WHEELING, WEST VIRGINIA, 'FORE I LEFT HOME--
--AND I AIN'T GOT NO NICER SINCE I HIT THE BIG CITY!

LOOK, PAL--I DON'T WANT ANY TROUBLE. JUST LEMME FINISH MY BEER, AN'--

CHICKEN, HUH? THEN MAYBE YOU BETTER JUST FINISH THAT BEER OUT IN THE STRET, YESSIR!

I'LL LEAVE WHEN I'M GOOD AN' READY!

I'M GOOD ENOUGH NOW-- BUT I'M NOT READY!

AND A WISE-GUY TA BOOT! OKAY, BRIGHT BOY, HERE'S-- HUH?

WHERE'D HE GO?

DON'T WORRY ABOUT IT, LANTERN-JAW.

...I'LL BE BACK BEFORE YOU CAN MISS ME!

KR-W!

I GUESS THAT SETTLES THAT!

NOT HARDLY, BUDDY! BIG WILBUR'S A FRIEND'A OURS.

YOU HIT HIM- YOU GOTTA TAKE US ON!

BEER

ANY WAY YOU WANNA SLICE IT!

KRAASH!

TIME-FREEZE: FOR YEARS, BEN GRIMM-- A.K.A. THE THING-- YOU HAVE STRUGGLED TO CONTROL YOUR SUPERHUMAN, POTENTIALLY DEADLY STRENGTH...

AND NOW, THOSE YEARS OF TRAINING SUDDENLY RE-ASSERT THEMSELVES-- CAUSING YOU TO HALT IN MID-BLOW...!

NO! I'M NOT FIGHTIN' YOU GUYS!

I GOT NUTHIN' AGAINST YOU-- ANY OF YOU--

--AND I AIN'T GONNA PUT YOU IN THE HOSPITAL!

YER ALL *HEART*, FRIEND!

YEAH! AND JUST TO SHOW YOU THAT WE REALLY *APPRECIATE* YER NOT *HITTIN'* ON US TOO HARD--

NOW *WAIT* A MINUTE, YOU GUYS--!

--WE'RE GONNA THROW YOU OUT ON THE *SOFT* PART O' THE *SIDEWALK!*

C'MON, JER. HE AIN'T WORTH *BOTHERIN'* WITH.

JUST ANOTHER CREEP THAT CAN'T HOLD HIS *LIQUOR!*

MANN

BAR &

COME BACK WHEN YOU GOT YERSELF A *SUIT OF ARMOR!* *HAW HAW HAW!*

A SUIT OF ARMOR:

THERE'VE BEEN THOSE, TOO, HAVEN'T THERE, BEN-- INCLUDING A GREAT GOLDEN AVENGER CALLED *IRON MAN--*

--AND A METAL-COVERED MAN-FIEND KNOWN AS DR. DOOM--

AND FRANKLY, THESE GUYS JUST AREN'T IN HIS LEAGUE!

AWRIGHT, JERKS--THE GLOVES ARE *OFF!*

YOU *ASKED* FOR THIS--

--AND *BROTHER BENJY'S* GONNA SEE THAT YOU *GET* IT!!

WHAM!

HOLY JOE! DID YOU SEE THAT?
HE KNOCKED HARRY RIGHT ON HIS TAIL!
A LUCKY PUNCH! HE JUST TOOK 'IM BY SURPRISE!
HE AIN'T GONNA DO THAT TO US!
I DON'T HAFTA TAKE YOU JOKERS BY SURPRISE, I USETA BE THE THING, AN'--
YEAH, SURE--AN' I USED TO BE KING KONG, TILL FAY WRAY MADE A MONKEY OUTTA ME!
WILBUR AGAIN, HUH?
MAN, YOU JUST DON'T KNOW WHEN YOU'RE WELL OFF!
A TIGHT GRIP, BEN GRIMM...
BUT YOU'VE ENCOUNTERED TIGHTER...
YEE
...FAR TIGHTER.
THEY DIDN'T HOLD YOU THEN--
--AND THEY WON'T HOLD YOU NOW!
AND, WHEN YOU HEAR TWO BAR-BRAWLERS RUSHING AT YOU FROM BEHIND --
WOK!
BOP!
--YOU FIGURE THEY CAN'T BE ANY TOUGHER THAN SANDMAN AND BLASTAAR, WHEN YOU FACED THEM AS THE FIGHTING-MAD THING.
AS REED RICHARDS WOULD SAY--IT'S ALL A MATTER OF RELATIVITY.
NOW, YOU FEEL GOOD AGAIN-- FOR THE FIRST TIME IN DAYS.
IT'S A FLEETING FEELING--ONE WHICH WOULD DOUBTLESS FADE IN MOMENTS--

--EVEN WITHOUT THE MAKESHIFT CLUB WHICH NOW COMES SLAMMING DOWN!

YOU GOT 'IM, WILBUR!

YEAH! NOW LET'S STOMP 'IM BUT GOOD!

UHHNN--!

BROK!

I WOULDN'T TRY IT, IF I WERE YOU.

WELL, YOU AIN'T M--HUH?

WHO ASKED YOU TWO TA BUTT IN?

NOBODY. WE'RE JUST NEIGHBORLY.

EASY, JOHNNY. REMEMBER-- NO TROUBLE IF WE CAN HELP IT.

SHOW THEM YOU'RE THE HUMAN TORCH--

--AND MAYBE THAT WILL SUFFICIENTLY DISCOURAGE THEM.

FAT CHANCE! WHAT'S WITH YOU GUYS, GOIN' AROUND CLAIMIN' YER ALL A BUNCH 'A FREAKIN' SUPERHEROES?

OH, I DUNNO...

...JUST DELUSIONS OF GRANDEUR, I GUESS.

FLAME ON!

YEEEEOW! HE'S THE REAL McCOY!

LEMME OUTTA HERE!!

EASY, LAD! A SIMPLE HAND AFLAME WOULD HAVE BEEN ENOUGH, DON'T YOU THINK?

AWW, THOSE CREEPS HAD IT COMIN', REED, AND YOU KNOW IT.

MAN, THEY REALLY BEAT IT!

IF YOU TWO HADN'T SHOWED UP--THE ONLY THING THEY'DA BEAT-- IS ME!

SIMMER DOWN, BEN. WE DON'T WANT ANY THANKS FOR--

AN' YER NOT LIKELY TA GET ANY!

THING OR NO THING, BENJAMIN J. GRIMM CAN STILL TAKE CARE'A HIMSELF.

THE DAY I CAN'T, I'LL JUST ROLL OVER AN' DIE.

THEN, YOU REALLY ARE--THE BEN GRIMM!?

UH OH. NOW WHAT?

YEAH, BABY, I'M THE *REAL THING* ALRIGHT. OR AT LEAST, I *USETA* BE.

GEE-- I HEARD WHERE YOU LOST YOUR *STREN'TH*.

CAN YOU STILL DO ANYTHING *STRONG* FOR ME?

SURE, SWEETHEART. *HERE*...

...JUST FOR *YOU*.

SAVE THIS FOR YER *BOY FRIENDS* TA MARVEL OVER!

ME? THESE DAYS, I AIN'T EVEN GREAT SHAKES AS A *MEAN DRUNK*...

'SPECIALLY WHEN I'M 99 44/100% *SOBER*.

MIGHT AS WELL SEE WHY THEM TWO *ROUSTED* ME.

KLUNK

WHILE, BACK IN THE BAXTER BUILDING, NEARLY FORTY STORIES ABOVE DIRT-LADEN, DEBT-RIDDEN MANHAT-TAN...

HOW'S LITTLE *FRANKLIN*, ALICIA?

HE'S *FINE*, SUE. I THINK HE'S JUST TIRED OF BEING *COOPED UP* LIKE THIS.

HE'S TIRED OF IT?

HE'S JUST A *KID*!

WHAT ABOUT *LUKE CAGE, POWER MAN FOR HIRE*--

--COOLIN' MY *HEELS*, WHILE REED AND JOHNNY COMB THE BARS LOOKIN' FOR *GRIMM*!

PLEASE DON'T BE *TOO* HARD ON BEN, LUKE. HE'S A *WONDERFUL* PERSON, REALLY.

HE JUST HASN'T *ADJUSTED* WELL YET TO THE IDEA OF BEING A *NORMAL PERSON* AGAIN.

DON'T GET ME *WRONG*, SUE-- YOU *EITHER*, MS. MASTERS.

I DON'T *HATE* THE GUY.

BUT HOW MUCH LONGER CAN I TAKE ALL HIS *RE-SENTMENT*, WITHOUT *LASHIN' BACK*?

WE DID *RESEARCH* ON YOU, *MISTER* CAGE, BEFORE WE ASKED YOU TO BE BEN'S *REPLACEMENT* IN THE FANTASTIC FOUR.

EVERYTHING I READ ABOUT YOU INDICATED YOU COULD TAKE ANYTHING ANYBODY *DISHED OUT*-- FOR AS LONG AS YOU *WANTED* TO.

YOU KNOW ALL THE RIGHT *BUTTONS* TO PUSH, DON'T YOU?

OKAY, I'LL BE A *GOOD BOY.* C'MERE, FRANKIE...

RIDDLE ME SOMETHING, SUE. WITH A GREAT BIG *BOY* LIKE THIS--AND *SUPER-POWERS,* TO BOOT--

I'VE BEEN WONDERIN'--HOW COME YOU'RE NOT "*INVISIBLE WOMAN*"?

OH, I DON'T KNOW--MY OLD NAME JUST SORT-OF *STUCK,* I GUESS.

I'VE *THOUGHT* OF CHANGING IT, BUT THE OTHER ONE'S TOO *LONG* AND *UNWIELDY*--

--LIKE "*CHAIR-PERSON,*" THAT SORT OF THING.

NO, *ANACHRONISTIC* AS IT IS--I THINK I'LL GO ON BEING *INVISI-BLE GIRL* A WHILE LONGER.

IT'S YOUR *BUSINESS*... LADY!

COOK, MOMMY! MAN HAS FUNNY *RING* ON HEAD!

ONE *OTHER* LITTLE QUESTION, SUE, IF YOU DON'T MIND...

SHOOT.

WITH YOU AND REED AS *PARENTS,* WHY DOESN'T FRANKIE-BOY HERE HAVE ANY SUPER-POWERS ALL HIS *OWN*?

WHEEEE--!

PLEASE, LUKE! *KNOCK ON WOOD* WHEN YOU SAY THAT--!

FRANKLIN *HAD* SUPER-POWERS ONCE--AND IT NEARLY *DESTROYED* US ALL GETTING *RID* OF THEM!

YEAH? YOU SURE KEPT IT A SECRET FROM THE *PAPERS.*

AS *SUPER-HEROES,* LUKE, WE'RE A *PUBLIC* GROUP.

BUT WE LIKE TO KEEP OUR PRIVATE LIVES... *PRIVATE.*

AMEN TO *THAT,* SISTER!

HERE, FRANKIE... WANT TO SEE A *MUSCLE*?

EAT YOUR *WHEATIES,* AND *YOU TOO* CAN GROW UP TO RIP OUT SEVERAL *SHIRTS* A WEEK!

I'LL BE SATISFIED JUST TO HAVE HIM *START* SCHOOL.

STILL, SUE, HE SEEMS *INTRIGUED* BY MR. CAGE.

MR. CAGE!? I GUESS I DESERVE THAT, FOR THE "*MS. MASTERS*" BIT.

SUE--MIND IF I DO A LITTLE PLAIN AND FANCY *LIFTING* HERE?

NO, LUKE--THOUGH I *DO* WISH REED AND JOHNNY WOULD FIND *BEN* AND GET BACK!

AND HERE I THOUGHT *I* WAS DOING SUCH A HOT-SHOT JOB OF TAKING YOUR MIND *OFF* THAT!

OH WELL, IT'S STILL A *GOOD STUNT,* RIGHT?

RIGHT! ESPECIALLY IF YOU'LL JUST *HOLD* IT THERE TILL *SPRING CLEANING!*

LOOK, AUNT 'LISHA! MAN HOLDS SOFER WAY OVER *HEAD!*

YES, DEAR.

GUESS I MIGHT AS WELL PUT 'ER *DOWN,* NOW, I--*UHHHN!*

WHAT'S *WRONG,* LUKE?

SOMETHIN'-- *SOMEBODY*-- INSIDE MY *HEAD*--

--GRABBIN' HOLD OF MY *BRAIN*-- *HARD!*

GOTTA-- *FIGHT BACK!*

GOTTA--

GOT-- TO--

GOT TO *KILL!*

KILL!

LUKE!

WHAT IN THE NAME OF *HEAVEN*--?

SUE--WHAT'S *WRONG*? I CAN'T--

THWAM!

ALICIA! WHATEVER YOU DO, JUST KEEP HOLD OF LITTLE *FRANKLIN!*

THERE! I'VE DEFLECTED THE SOFA WITH MY *FORCE FIELD!*

NOW, I'LL TRY *INVISIBILITY*-- AND HOPE I CAN KEEP POWER MAN'S MIND ON *ME*, AND OFF *THEM!*

DON'T KNOW WHAT *HAPPENED*--BUT I'VE GOT TO THINK OUT A *PLAN OF ATTACK*--!

I KNOW WHAT YOU'VE GOT UP YOUR *SLEEVE*, LADY.

RIPP

YOU WANT TO KEEP ME AWAY FROM *ALICIA* AND THE *BOY!*

BUT DON'T *WORRY*-- I WOULDN'T HARM A HAIR ON HER *HEAD!*

IT AIN'T HER OR THE *KID* I'M AFTER--

IT'S YOU!

AND, SOON AS THESE *CURTAINS* BRUSHED AGAINST SOMETHIN' --I KNEW I *HAD* YOU!

I ALLOWED MYSELF TO BE *TOO* CONCERNED -- GOT *CARELESS*--

CAGE--*PLEASE!* YOU DON'T KNOW WHAT YOU'RE--

DOING!? MRS. RICHARDS, I KNOW *JUST* WHAT I'M DOING--

--*FINISHING* THE JOB THAT WAS BUMBLED BY THE * *WRECKER*--

*LAST ISSUE, --SQUEEZED-FOR-SPACE ROY.

--THE JOB OF DEFEATING-- YEAH, EVEN *DESTROYING* THE WHOLE *FANTASTIC FOUR!*

NOW TO-- *HEY!*

SOMETHIN' *FUNNY* HERE--

THE *CURTAIN*--IT'S SWELLIN'--GETTIN' *BIGGER* EVERY SECOND!

IT'S ANOTHER ONE OF THOSE FREAKIN' *FORCE FIELDS!*

SHE'S BURSTING FREE!!

LUKE--WHAT'S WRONG WITH YOU?

GET HOLD OF YOURSELF, BEFORE IT'S TOO LATE!

HE'S FIGHTING LIKE A MAN POSSESSED-- AND I'M BETTING THAT'S JUST WHAT HE IS.

BUT HOW DO I BATTLE THAT?

I KNOW THOSE FORCE-BUBBLES OF YOURS ARE TOUGH STUFF--

BUT, WE'LL JUST SEE HOW LONG THEY'LL HOLD OUT AGAINST POWER MAN!

NOT VERY LONG, I'M AFRAID!

WHUMP

BUT, AT LEAST I'M KEEPING HIM AWAY FROM FRANKLIN AND ALICIA.

I CAN'T TAKE HIS WORD FOR IT THAT HE WOULDN'T HARM THEM--NOT WHEN HE'S LIKE THIS--

WELL, THE POINT WILL BE ACADEMIC IN ANOTHER FEW SECONDS--

--WHICH IS ABOUT AS LONG AS I CAN HOLD OUT AGAINST HIS SLEDGE-HAMMER FISTS!

THRUMP

HAH! I CAN FEEL YOUR FORCE FIELD GETTIN' WEAKER!

IT'S GOING--GOING--

--GONE! NOW, GIRL, YOU'RE GONNA LEAD ME ON A GUIDED TOUR, WITH ALL YOUR KEYS IN HAND--

--AND I'M GONNA SMASH EVERY-THING IN THIS PLACE--OR ELSE I'M GONNA SMASH YOU!

NO! I--

HEY, YOU-- CAGE--!

I DIDN'T HAVETA HEAR MUCH OF THAT TO FIGGER OUT YOU'VE TURNED ROTTEN, PAL.

SO, YOU JUST TAKE YER HANDS OFFA SUZIE, OR I'LL--

HUH? OH, IT'S YOU!

WELL, YOU'RE NOT EXACTLY YOURSELF ANY MORE, GRIMM...

--OR HAD YOU FORGOT??

SMASH

OKAY, CAGE-- THAT'S IT!

NOW IT'S YOUR TURN! FLAME ON!

JOHNNY! BE CAREFUL!

ANYBODY EVER TELL YOU, IN-LAW, THAT SOMETIMES YOU SOUND LIKE A BROKEN RECORD?

THAT'S MY BUDDY CAGE JUST PUNCHED OUT-- AND MY SISTER HE WAS THREATENING TO KILL!

TELL OUR HIRED HERO TO WATCH OUT, WHY DONTCHA?

I DON'T NEED ANYBODY'S HELPFUL HINTS, KID--

RAKKK

--NOT WHEN I CAN TEAR OUT A WHOLE SECTION OF WALL--

--AND MAKE LIKE CATFISH HUNTER WITH IT!

BUT, JOHNNY HASN'T FLAMED ON TO FULL FORCE, LEST HIS SHEER BODY HEAT BECOME A MENACE TO BEN AND SUE--

WE WOULD LIKE, AT THIS POINT, TO REPORT THAT THE HARD-HURLED METAL COMPETELY MELTS BEFORE IT REACHES THE FIERY FORM OF THE HUMAN TORCH--

KRAK

AND SO, ALAS-- SOME OF THE HURTLING STEEL GETS THRU!

BUT, THERE'S STILL ONE MEMBER OF THE ORIGINAL F.F. UNACCOUNTED FOR-- AND NOW, MR. FANTASTIC LASHES OUT--!

I DON'T LIKE DOING THIS, CAGE--

--SINCE I'M ALMOST 100% CERTAIN YOU'RE ACTING AGAINST YOUR WILL!

JUST THE SAME, I'VE GOT TO HOLD YOU, UNTIL--

TOK!

DON'T DO ME ANY FAVORS, RUBBER MAN--

--'CAUSE I SURE AIN'T GONNA DO YOU ANY!

SOK-KOK!

UNNNH--!

LATER FOR YOU, BABY!

RIGHT NOW, MAMA LUCAS' LITTLE BOY'S GOT TO TAKE CARE OF BUSINESS UPSTAIRS!

HE'S GONE! WE'VE GOT TO CATCH HIM!

I TOLD YOU, STRETCH! YOU CAN'T TRUST A GUY WHOSE LOYALTY YOU'VE GOTTA BUY BY THE HOUR!

BEN-- PLEASE-- NOT NOW--!

YOU'VE GOT IT-- ALL WRONG, BEN...

POWER MAN'S UNDER SOMEONE ELSE'S CONTROL--I'D STAKE MY LIFE ON IT!

BUT WHOSE, REED?

I DON'T KNOW--

--BUT IT MUST BE THE SAME PERSON WHO TOOK OVER THE WRECKER A FEW NIGHTS BACK!*

*LAST ISH, --ROY.

WHOEVER IT IS, HE'S OUT TO WRECK US AGAIN-- THIS TIME FROM WITHIN THE F.F. ITSELF!

LET'S GO!

ALICIA, YOU KEEP MY GODSON HERE, OKAY?

BEN, DARLING-- COULD THIS HAVE ANYTHING TO DO WITH THE STRANGE FORCE THAT SEEMED TO PULL AT YOU, A FEW DAYS AGO?*

THE SAME THOUGHT JUST OCCURRED TO ME, BABY--AND I DUNNO!

WELL--SEE YA!

*ALSO LAST ISH. --R.

WHILE, ALREADY TWO STORIES ABOVE...

SO THIS IS THE PLACE I WAS LOOKIN' FOR!

THE PLACE WHERE REED RICHARDS BUILDS HIS BUCK ROGERS EQUIPMENT OUTTA TINKER TOYS!

WELL, HE'S NOT GONNA DO IT ANY MORE!

DON'T KNOW WHY-- BUT JUST SEEIN' THIS SET-UP MAKES ME BOIL-IN' MAD--

--AND WHEN LUKE CAGE GETS MAD, BROTHER--

THA-K-O-OM!

--THE WHOLE BLASTED WORLD BETTER WATCH OUT!!

KK-M!

SO ENGROSSED IS THE RAMPAGING POWER MAN AS HE RUSHES ON TO ANOTHER CHAMBER, THAT HE FAILS TO NOTICE...

...AS A STRANGELY MARKED CANNISTER ROLLS FROM A TABLETOP...

...ONTO AN EMPTY YELLOW SQUARE BEHIND HIM...

...AND NO ONE IS AROUND TO NOTICE THAT, AN INSTANT LATER...

...THE SQUARE IS EMPTY AGAIN.

HMMM... LOOKS AS IF CAGE ACCIDENTALLY TURNED ON DR. DOOM'S TIME MACHINE WHILE HE TORE THRU HERE!

WELL, IT'S OFF AGAIN NOW--AND APPARENTLY NO HARM DONE.

KLIK!

SOUNDS LIKE HE'S IN THE ROOM JUST BEYOND--!

HOLY CRUD! LOOK, STRETCH--

YER DIALIN'-FER-DOLLARS SUPER-SAM IS UPROOTIN' YER EXPENSIVE NEW ROCKET PROTOTYPE!

IT'S AS IF HE'S ON SOME SORT OF MINDLESS MISSION OF DESTRUCTION--

--BUT, A MISSION WITHOUT A REAL AIM!

OH, THERE'S AN AIM ALRIGHT, RICHARDS!

BY NOW, I THOUGHT EVEN AN EGGHEAD LIKE YOU WOULD'VE FIGURED IT OUT.

WHAT IT IS, IS--

THRAK

--THE DEEP-SIXIN' OF THE FANTASTIC FOUR!

THEN, AFTER ESCAPING TO THE ROOF-TOP...

GOOD THING RICHARDS SHOWED ME HOW TO RUN THE FAN-TASTICAR THIS A.M.!

MAKES IT THAT MUCH EASIER FOR ME TO LIBERATE IT!

FROOM

LIKE THE MAN SAID-- I'VE GOT A MISSION, BUT IT AIN'T MINDLESS!

I JUST DUNNO WHY I'M DOING IT-- OR EVEN EXACTLY WHAT IT IS.

I JUST KNOW I'VE GOT TO DO IT--NO MATTER WHO GETS WASTED!

WHILE, A FEW STORIES BELOW...

REED! THAT SOUND-- HE'S TAKEN THE FANTASTICAR!

THAT OUGHTTA BE A LESSON, EGGHEAD--EVEN TA YOU!

NEXT TIME YOU WANT A NEW SUPER-STAR, DON'T GRAB THE FIRST NAME YA SEE IN THE YELLOW PAGES!

BEN, BEN--

--YOU STILL DON'T UNDER-STAND, DO YOU?

WELL, SMALL WONDER-- SINCE THINGS HAVE BEEN HAPPENING SO FAST AROUND HERE, I HAVEN'T HAD TIME TO EXPLAIN THEM TO YOU--OR TO JOHNNY.

THEN CLUE US IN, FEARLESS LEADER.

LUKE CAGE WAS NEVER MEANT TO BE YOUR PERMANENT REPLACEMENT-- BUT ONLY A TEMPORARY FILL-IN.

HUH?

YOU MEAN--YOU DON'T HAVETA REPLACE ME, AFTER ALL?

BUT, OUR CHARTER SAYS YOU GOTTA HAVE FOUR SUPER-POWER-ED TYPES ALL THE TIME--!

AND SO WE SHALL, OLD FRIEND.

BUT, YOUR REAL REPLACEMENT--

--IS BEHIND THAT DOOR!

KEEP OUT

PROJECT X

MATTER OF FACT, BROTHER-IN-LAW, WE'VE ALL BEEN WONDERING WHAT YOU'VE BEEN DOING IN THERE, OFF AND ON, THIS PAST WEEK!

WELL, I HADN'T MEANT TO SHOW YOU--ANY OF YOU-- SO SOON.

KEEP OUT

BUT NOW, IT LOOKS AS IF I'VE GOT NO CHOICE...

...SO COME IN!

RIGHT BEHIND YA, MR. I'VE-GOT-A-SECRET!

I WANNA FIND OUT WHO YOU'VE GOT STASHED AWAY THIS TIME!

THERE HE IS, BEN!

THERE'S THE ONLY PERSON IN ALL THE WORLD WHO COULD EVER TAKE YOUR PLACE IN THE FANTASTIC FOUR!

HOLY CROW! IT--

--IT'S ME!

I'M BEIN' REPLACED-- BY ANOTHER THING!

THINK YOU'VE GOT THIS ALL FIGURED OUT, DON'T YOU, FANTASTIPHILE?

THEN, RIGHT OR WRONG-- BE ON HAND FOR OUR NEXT SLAM-BANG ISSUE, WHEN THE FABULOUS F.F. FACE--

A SKY-FULL OF FEAR!

TILL THEN-- KEEP ON GUESSIN', HEAR?

STILL ONLY 25¢

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THE WORLD'S GREATEST COMIC MAGAZINE!

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FANTASTIC FOUR®

THIS IS THE ONE!

THE RAMPAGING THING IS BACK-- TO BATTLE A DEVIL-DRIVEN POWER MAN!!

BEN--! HELP ME! HELP ME!

ALICIA!

--WHILE THE WOMAN HE LOVES FALLS TO HER DEATH!

A brilliant scientist— his best friend— the woman he loves— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!

MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! Now they are the FANTASTIC FOUR— and the world will never again be the same!

JV 3/14

Stan Lee PRESENTS: THE FANTASTIC FOUR!™

A SKY-FULL OF FEAR!

YOU'VE GOTTA BE *KIDDING*, REED!

YOU MEAN-- BEN'S *PERMANENT REPLACEMENT* IN THE F.F. IS-- THE *THING!?*

BUT, THAT'S *IMPOSSIBLE!* BEN *IS* THE THING-- OR AT LEAST, HE *WAS!!*

YOU AIN'T GOT IT *FIGURED OUT* LIKE I HAVE, KID! YEAH, I *USETA* BE THE EVER-LOVIN' BLUE-EYED *THING*, ALRIGHT--

BUT, WE *ALL* KNOW-- I WUZN'T THE *ONLY* ONE IN THE FREAKIN' UNIVERSE--

AND YER BIG-BRAIN *BROTHER-IN-LAW'S* GOT THE *OTHER* ONE TA *TAKE MY PLACE!*

AND NOW, BEFORE YOU LOSE TRACK OF OUR EVER-STARTLING *STORYLINE--!*

ANOTHER SHOCK-FILLED *SPECTACULAR*, BY:

ROY THOMAS *WRITER/EDITOR* & GEORGE PEREZ *ARTIST NOUVEAU*

JOE SINNOTT, *EMBELLISHER*

PHIL RACHE *COLORIST* | JOE ROSEN *LETTERER*

AWFUL **QUIET** ALLUVA SUDDEN, REED. IT'S 'CAUSE I'M **RIGHT**, AIN'T IT?

THIS TOP-SECRET **"PROJECT X"** YOU BEEN WORKIN' ON-- I JUST FLASHED ON **WHAT IT IS--!**

YOU! YER THE **REED RICHARDS** OF THAT **ALTERNATE EARTH** PLACE, AIN'TCHA--

--THE WORLD WHERE COSMIC RAYS TURNED **REED** INTO A SCALY MONSTER, INSTEAD'A **BEN GRIMM!***

WELL?

*AS SEEN IN F.F. #160-163. --ROY.

HEY, **YOU**-- I'M **TALKIN'** TO YA! DON'T JUST STAND THERE **STARIN'** AT ME!

ANSWER ME-- BEFORE I KNOCK YER UGLY **BLOCK** OFF!

OKAY-- YOU **ASKED** FOR IT--!

REED DARLING-- YOU'D **BETTER**--

I **KNOW**, HONEY. I WAS JUST TOO **SURPRISED** TO ACT BEFORE.

HERE, BEN! IF IT'S THE THING'S **HEAD** THAT OFFENDS YOU--

--THERE'S AN **EASIER** WAY TO DEAL WITH IT THAN TO **KNOCK IT OFF!**

HUH? WHAT IN THE--?

POP!

HOLY HANNAH--

THEN IT **WASN'T** A LIVING "THING" AT **ALL!**

JUST SOME KIND OF **SUIT**-- ON A **T-FRAME!**

OF **COURSE**, JOHNNY. I NEVER EVEN **CONSIDERED** GOING TO **ANOTHER DIMENSION** TO REPLACE BEN.

HE'S BEEN WORKING ON THIS **ALL ALONG**, BEN.

SHEESH! THEN, **"PROJECT X"** STOOD FOR--

YEAH-- EVEN **I'M** HIP NOW, BEN. **"X"** FOR **"EXO-SKELETON"!**

A SUIT THAT OPERATES ON THE WEARER'S **MUSCLE-POWER**-- BUT **INCREASES** IT SEVERAL TIMES!

CHECK! THIS **DIAGRAM** SHOULD EXPLAIN ALL, EVEN TO YOU TWO HOTHEADS.

HOPEFULLY, WHEN WORN BY **BEN**, THIS SUIT WILL **RESTORE** MOST OF THE **STRENGTH** HE USED TO POSSESS.

I **DIG**, REED...

...AND, FOR LIKE THE 37th TIME, I'M SORRY FOR FLYIN' OFF THE HANDLE.

YER ALWAYS TRYIN' TA HELP ME-- AN' I KEEP KICKIN' YOU IN THE TEETH.

I WASN'T MUCH BETTER, REED. SORRY.

NO NEED FOR APOLOGIES. MAYBE I SHOULDN'T HAVE KEPT YOU BOTH IN THE DARK-- BUT I WAS AFRAID THAT, IF ANYTHING WENT WRONG WITH MY DESIGN--WELL...

BESIDES, WE GOT A BIT BUSY BACK THERE-- FIGHTING POWER MAN.

YOU DON'T HAVE TO REMIND ME! MY ARM'S STILL SORE FROM WHERE HE THREW A WHOLE WALL AT ME.

WITHOUT THE THING, WE JUST DIDN'T HAVE THE RAW STRENGTH TO CAPTURE CAGE WHEN HE WENT BAZOONIES!

*LAST ISH. --R.

DON'T BE SO HARD ON YER-SELF, SPROUT...

"I WAS THERE TOO, Y'KNOW-- EVEN AS A CIVILIAN--

"--AND YOU MIGHT'VE TAKEN 'IM, IF YOU HADN'T ALL BEEN HOLDIN' BACK--

"--MAINLY 'CAUSE YOU FIGURED HE WAS IN THE GRIP OF SOMEBODY ELSE!

"WHAT REALLY RILES ME, THOUGH, IS THAT HE'D JUST LEARNED TO PILOT THE FANTASTICAR--

"--AN' THAT HE MANAGED TO MAKE OFF WITH IT, BEFORE WE COULD STOP 'IM!"

WELL, WE'LL FIND HIM SOON ENOUGH, BEN, AND THEN WE'LL--

NOT "WE," SON. YOU'LL BE STAYING HERE.

OH YEAH? AND WHAT'S YOUR BIG REASON FOR THAT, LEADER MAN?

THIS IS, JOHNNY.

YEEEOWW!

HEY! THAT HURT!

I BARELY *TOUCHED* YOU, JOHNNY.

THAT JUST *PROVES* HOW BADLY YOUR ARM IS SPRAINED.

NEVER MIND THE *SPEECHES*, SIS.

JUST POINT ME TO THE *BEN-GAY*, OKAY?

AN *EXO-SKELETON*, HUH? AN *ARTIFICIAL* SKIN-- TO REPLACE THE *REAL* SET OF SCALES I USED TO HAVE.

IT'S *MORE* THAN JUST *ARMOR*, BEN...

THIS SUIT WAS DESIGNED TO *AUGMENT* YOUR OWN NATURAL STRENGTH--*INCREASE* IT MANY TIMES--MAKE YOU NEARLY AS POWERFUL AS *BEFORE*.

HERE-- TRY IT *ON*.

YEAH... *SURE*...

BUT, AIN'T THIS *HEDGIN'* A BIT ON THAT *INCORPORATION CHARTER* YOU KEEP WAVIN' AROUND--THE ONE THAT SAYS THE F.F.'S ALWAYS GOTTA HAVE "*FOUR SUPER-POWERED MEMBERS*"?

AFTER ALL, IT'S THIS *SUIT* THAT'S GOT THE POWERS--*IF* IT WORKS-- NOT *ME!*

OUR *LAWYERS* HAVE ASSURED ME, BEN...

...THAT THE *LEGAL DEFINITION* OF THE TERM "*SUPER-POWERS*" IS *VAGUE* ENOUGH THAT--

HERE-- *HOLD STILL*, WHILE I ADJUST YOUR *FACE-MASK*.

IT'S EVEN GOT ITS OWN *BABY-BLUES*, DON'T IT?

NOW I'M JUST AS *PRETTY AS EVER*.

WITH *MY* LUCK, THIS THING'LL PROBABLY *JAM*-- AN' I'LL BE *STUCK* INSIDE IT FOR *LIFE!*

I *DUNNO*, THOUGH-- IT MAKES ME MOVE A BIT *JERKY*, LIKE SOMETHIN' OUT OF A *HARRYHAUSEN* FLICK...!

YOU ALWAYS *DID*, OLD BUDDY. NOW, JUST TRY *WALKING*.

OKAY, I--

HOLY CROW!

GOT YOU!

I JUST TOOK ONE TEENSY-WEENSY *STEP*-- AND THIS GIZMO STARTED *CHARGIN'* LIKE I WUZ A *SHERMAN TANK!*

IT'LL JUST TAKE A LITTLE *GETTING USED TO*, BEN. IT--

DON'T *HELP* ME, STRETCH! YOU'VE *DONE* YOUR BIT-- AN' I'M *GRATEFUL*.

BUT, FROM HERE ON IN -- IT'S UP TO *ME* TO SEE IF I'VE STILL GOT WHAT IT *TAKES!*

THERE. THAT'S MORE *LIKE* IT.

JUST THE SAME, YOU COULD PUT *ANYBODY* IN THIS GET-UP... AND WHAMMO, *HE'D* BE THE THING!

NOT *TRUE*, OLD BUDDY.

MORE THAN YOU *KNOW*, MR. G! YOU STRUCK *TOO HARD*, AS PER USUAL--AND DESTROYED SOME OF THE MACHINERY *BEHIND* THE SLAB!

WELL, WHAT THE *HEY*-- YOU WERE GONNA *THROW OUT* ALL THAT OLD JUNK *ANYWAY*--

--WEREN'T YA?

THAT SUIT'S GEARED TO *YOUR* SPECIFICATIONS-- AND *WOULDN'T WORK* WITH ANYONE ELSE INSIDE.

NOW, HOW ABOUT TESTING YOUR NEWFOUND *FISTS* ON THIS?

WELL, OKAY-- I'LL GIVE 'ER A *TRY*--

BUT, S'HELP ME, IF I *BUST MY MITT* ON THIS HUNK'A CONCRETE--!

FACE IT, BEN-- YOU *ARE* THE THING AGAIN! ONLY, THIS TIME, YOU *HAVE* WHAT YOU'VE *ALWAYS WANTED:* THE POWER TO BECOME *BEN GRIMM* AGAIN, AT *WILL!*

YEAH, I KNOW... I *KNOW.*

BUT, SOMEHOW-- I JUST DON'T *FEEL* LIKE A *SUPERHERO* NO MORE. I JUST--

WHEEEE--OH!

IT'S JUST LIKE *OLD TIMES!*

THA-

-WOOSH!

YOU DON'T *FEEL* LIKE A--?

THAT'S *IT!* I'VE *HAD* IT, DO YOU HEAR ME?

I DO ALL THE *WORK*, AS ALWAYS--

--AND *YOU* STAND AROUND FEELING *SORRY* FOR YOURSELF!

HUH? NOW *WAIT*, STRETCH-- I DIDN'T *MEAN* TO--

IF YOU DON'T WANT THAT SUIT--

--I'LL RE-RIG IT FOR SOME-ONE WHO DOES.

YOU AIN'T RE-RIGGIN' NUTHIN', D'YA HEAR ME?

NUTHIN'!

WHOM!

THIS ZOOT-SUIT'S STARTIN' TA FEEL GOOD ON ME-- ALMOST LIKE A SECOND SKIN--

--AND NOBODY'S SENDIN' ME BACK TO BEIN' JUST PLAIN BEN GRIMM!

OOOOF--!

THWAM!

BETTER HOLLER "UNCLE," STRETCH--

OR DO I HAVETA SHOW YOU JUST HOW GREAT THIS FIST WORKS?

I YIELD!

HUH? I NEVER EXPECTED IT TA BE THAT EASY TO -- HEY!

YOU DONE IT TO ME AGAIN, DIDN'T YA?

DID-- WHAT?

YOU KNOW!

GET ME HACKED OFF, SO'S I'D GIVE THIS GEAR A REAL WORK-OUT.

COULD BE.

CRIPES! YOU'VE DONE THAT OFTEN ENUFF--YOU'D THINK I'D CATCH ON BY NOW.

WE ALL LOSE OUR TEMPERS SOMETIME, OLD FRIEND.

NOW, WE'D BETTER REJOIN THE OTHERS...

FOR, LUKE CAGE IS STILL AT LARGE-- PROBABLY UNDER THE INFLUENCE OF ONE OF OUR ARCH-FOES--

--AND HE'S GOT POWER ENOUGH AT HIS DISPOSAL TO WRECK A CITY!

YEAH, WELL-- THANKS TO **YOU**, I AIN'T EXACTLY **SLIM PICKENS** MYSELF.

HOW'S THE OL' **PITCHIN' ARM**, JUNIOR?

I'M-- **OUCH!**-- FINE. BUT THE **DOC** HERE SAYS I'VE GOT TO TAKE IT **EASY** FOR A DAY OR TWO.

ISN'T **ALICIA** WITH YOU, BEN?

YOU MEAN-- SHE **AIN'T HERE!?**

BUT, SHE'D **NEVER** HAVE SKIPPED OUT IN THE MIDDLE'A ALL THIS **EXCITEMENT**, UNLESS--

--UNLESS SOMETHING WAS **WRONG!**

THAT MAKES ME THINK-- OF HOW **LUKE CAGE** SEEMED PARTICULARLY ANXIOUS TO **AVOID** HURTING HER, WHILE HE WAS CHASING **ME** AROUND.

DO YOU **THINK**--?

I SURE **DO**, SUZIE!

ALICIA MUST FIGURED SHE **KNOWS** WHO TOOK OVER CAGE'S MIND-- AN' ALLUVA SUDDEN, **SO DO I!**

COME ON, BIG FELLA! WE'VE GOT TO GET **GOING!**

WHAT'RE WE GONNA **DO**-- HOP A **CROSSTOWN BUS**?

YER **HIRED HERO** STOLE THE **FANTASTI-CAR**, REMEMBER?

WE'VE **ANOTHER** MEANS OF TRANSPORT-- **BEHIND THAT DOOR!**

GREAT! BUT-- **HEY!** THE DOOR'S JAMMED!

IT WORKS ON A **COMBINATION LOCK**. LET ME--

DON'T BOTHER. IT'S OPEN **NOW.**

THRAK

Y'KNOW, PAL, I'M KINDA GETTIN' TO **LIKE** THIS SET OF ALL-OVER THREADS.

GLAD TO **HEAR** IT. AND THERE'S OUR TICKET **OUT** OF HERE.

HUH? IT'S-- OUR **OLD** FANTASTICAR!

I ALWAYS THOUGHT JOHNNY **MODIFIED** IT INTO OUR **NEW, IMPROVED** MODEL, 'WAY BACK WHEN.

HE **DID**-- BUT I ALWAYS KEPT A **SPARE.**

NEVER COULD TELL WHEN IT'D COME IN **HANDY**-- LIKE **NOW!**

ANY OF YOU **OLD-TIMERS** EVER WONDER HOW EVEN **J. STORM** MANAGED TO TURN A FLYING BATHTUB INTO A STREAM-LINED JOB, BACK IN **F.F.*12**? WELL, NOW YOU **KNOW**--

AND JUST A FEW SHORT SECONDS LATER--SO DOES **EVERYBODY ELSE** IN TOWN!

HEY, STRETCH-- THIS OL' **EYESORE** OF YOURS STILL GOES PRETTY **GOOD.**

THE **PRINCIPLES** ON WHICH IT WAS BUILT ARE STILL SOUND, AND IT'S FAIRLY **MANEUVERABLE--**

--THOUGH OF COURSE IT CAN'T ATTAIN THE **HIGHER SPEEDS** OF THE MODEL **CAGE** STOLE.

SPEAKIN' OF WHICH, I JUST GOTTA **ASK**-- NOW THAT HE'S TURNED AGAINST US, DOES THAT MEAN HE'S **OFF THE PAYROLL?**

YOU KEEP **HARPING** ON HIS **HERO-FOR-HIRE** STATUS, BEN. IT'S TIME YOU **KNEW--**

CAGE WAS DONATING **MOST** OF HIS SALARY TO **CHARITY.**

NUTS! ANOTHER ILLUSION SHOT TA **HECK!**

NOW IT'S GONNA BE HARDER FOR ME TA **CLOBBER** 'IM, IF AN' WHEN WE EVER **CATCH UP** WITH 'IM.

NOT **IMPOSSIBLE,** Y'UNDERSTAND. JUST **HARDER.**

RIGHT NOW, HOWEVER, THE **DESTINATION** OF THE VINTAGE FANTASTICAR IS **NOT** ANY PRESUMED STOMPING GROUND OF THE RENEGADE **POWER MAN...**

...BUT A CERTAIN **MAXIMUM SECURITY PRISON,** NOT FAR DISTANT...

...WHERE, AT THIS SELFSAME MOMENT, A **HELICOPTER** IS COMING DOWN FOR AN X-MARKS-THE-SPOT **LANDING...!**

IT'S SPLENDID TO **SEE** YOU AGAIN, MISS MASTERS.

THANK YOU, WARDEN WILLIAMS, FOR SENDING THIS **'COPTER** SO QUICKLY WHEN I PHONED YOU.

I **PROMISED** YOU A FAVOR-- WHEN YOU WERE HERE GIVING **ART THERAPY** TO THE INMATES LAST MONTH.

I'M ONLY HAPPY TO BE ABLE TO RETURN THE FAVOR SO **SOON.**

I'VE TAKEN THE LIBERTY OF *ASSUMING* THAT THE MAN YOU'RE HERE TO *SEE* IS--

ELEVATOR: *MAXIMUM* SECURITY AREA

YES, I'M AFRAID IT *IS*, WARDEN.

THE NAME IS *DARRYL*, PLEASE.

DARRYL.

PLEASE TELL ME-- HOW HAS HE *BEEN*? I MEAN -- HAS HE CAUSED ANY SPECIAL *PROBLEMS* OF LATE?

WELL, FRANKLY, HE *USED* TO RANT AND RAVE A LOT--

BUT, *LATELY*, HE'S BEEN A *MODEL PRISONER*.

I *FEARED* YOU'D SAY THAT.

YOU SEE, I THINK HE'S BEEN *UP* TO SOMETHING, FROM *WITHIN* THESE PRISON WALLS!

HERE WE *ARE*... ALICIA.

BUT, I'M SURE THAT, IF YOU COULD ONLY *SEE* ALL THE *PRECAUTIONS* WE'VE TAKEN--

--YOU'D REALIZE THERE'S *NO WAY* HE COULD BE "*UP*" TO ANYTHING FROM THIS *SPECIAL CELL*.

EVEN HIS *VENTILATION* COMES FROM-- *AH!* HE'S *WAKING UP*.

W-WHO--?

HELLO... *FATHER*.

ALICIA! WHAT ARE *YOU* DOING HERE??

BUT, *FORGIVE* MY BAD MANNERS, MY DEAR *STEP-DAUGHTER*...

AFTER ALL, IT ISN'T *EVERY* DAY THE INFAMOUS *PUPPET MASTER* GETS A VISITOR, IS IT?

I COME AS OFTEN AS I *CAN*, YOU KNOW THAT.

I *ALWAYS* HAVE... EVERY *TIME*.

TONIGHT, HOWEVER, I'M AFRAID THIS *ISN'T* THE KIND OF VISIT I'D *LIKE* TO BE MAKING.

YOU SEE, I *KNOW* YOU'VE USED YOUR EVIL *PUPPETS* TO TAKE CONTROL OF THE SUPERHERO CALLED *POWER MAN*--

--AND I *WANT* THAT PUPPET, FATHER-- *NOW!*

WHAT?? YOU DARE ACCUSE *ME*-- WHILE I'M ROTTING HERE *BEHIND BARS*?

YOU ACCUSE YOUR OWN *STEP-FATHER*, WHO DEARLY *LOVES* YOU!?

I *KNOW* YOU LOVE ME... IN YOUR OWN WAY. BUT, EVEN MORE, YOU *HATE* THE FANTASTIC FOUR!

I TRIED *NOT* TO THINK YOU GUILTY-- AND *NOT* JUST BECAUSE YOU'RE IN *PRISON*.

BUT, IT ALL *ADDED UP*:

THE STRANGE *TUG* WHICH *BEN* FELT RECENTLY! BUT, YOU *COULDN'T* TAKE CONTROL OF HIM, COULD YOU--

--BECAUSE HE'S NOT THE ***THING*** ANY LONGER, AND IT WAS ***THAT*** FORM YOU'D MADE A ***PUPPET*** OF.

THEN, YOU LEARNED ***POWER MAN*** HAD JOINED THE F.F. -- SO YOU CHANGED THE DOLL TO ***HIM***, DIDN'T YOU?

ANSWER ME, FATHER-- ***DIDN'T YOU?***

IT LOOKS AS IF HE'S NOT ***TALKING***, ALICIA-- AND, QUITE FRANKLY, ***I*** DON'T KNOW ***WHAT*** TO THINK.

WE ***KNOW***, OF COURSE, THAT YOUR STEP-FATHER HAS PREVIOUSLY ***CONTROLLED*** PEOPLE, BY CARVING ***MODELS*** OF THEM FROM ***RADIO-ACTIVE CLAY***--

--BUT, WE'VE ***GONE OVER*** EVERY SQUARE ***INCH*** OF THIS CELL--!

YET ***NOT***, PERHAPS, WITH THE SENSITIVE FINGERS OF A ***BLIND SCULPTRESS!***

IF YOU'LL ***ALLOW*** ME...?

OF ***COURSE...***

BUT, WE EVEN USED A ***GEIGER COUNTER...!***

PHILLIP MASTERS, I'M AFRAID, IS FAR ***CLEVERER*** THAN YOU GIVE HIM ***CREDIT*** FOR.

HE'S ***QUITE*** CAPABLE OF FINDING WAYS TO ***MASK*** THAT PARTICULAR FORM OF RADIOACTIVITY...

...SO THAT-- ***YES!***

I THINK I'VE ***FOUND*** IT!

THIS STONE-- IS ***LOOSE.***

PLEASE--PRY IT ***OUT*** FOR ME!

HURRY!

I'LL DO IT, MISS MASTERS!

ALICIA! HOW DARE YOU ***BETRAY*** ME IN THIS MANNER!? I'LL--

YOU'LL DO ***NOTHING***, MASTERS!

WARDEN! HERE IT ***IS***--

--A ***GLOWING DOLL***, OF THAT GUY THE PAPERS CALL ***POWER MAN!***

GOOD LORD! YOU WERE ***RIGHT***, ALICIA! BUT-- ***THAT*** MEANS--

GUARD! SOUND THE ***ALARM!*** WE'VE GOT TO GET ***READY*** FOR--

YOU'LL DO ***NOTHING***, FOOL-- NOTHING THAT ***MATTERS!***

ALICIA GUESSED MY LITTLE SECRET ***TOO LATE*** TO DO YOU ANY ***GOOD!***

--ONCE I HAVE MY **PUPPET** IN MY HANDS AGAIN!

NOW, POWER MAN-- NOW!!

HEY! WHAT'RE YOU--?

THE GUARD'S NEXT WORDS ARE **OBLITERATED**, HOWEVER--ALONG WITH THE **OUTER WALL** OF THE MAXIMUM SECURITY CELL--!

KRASH!!

IT'S HIM!!

DON'T JUST **STAND** THERE, GUARD. HE'S UNDER THE PUPPET MASTER'S **CONTROL.**

YOU'VE GOT A **GUN!** **USE IT!**

YESSIR--

BUT-- **LORD IN HEAVEN!** THE BULLETS DON'T DO ANYTHING BUT **RIP HIS SHIRT!**

AND **I'M** NOT GONNA DO ANYTHING TO **YOU** TWO DUDES--

PING

PING

PING

PINGG

WHAM!

--BUT SEND YOU BOTH OFF TO **DREAM-LAND!**

PERHAPS, I CAN GRAB THE **PUPPET** AWAY FROM--**OHHH!**

NO YOU **DON'T,** SISTER!

EXCELLENT, CAGE! BUT DON'T GRIP HER TOO **VIOLENTLY**--

AFTER ALL, EVEN THOUGH SHE **BETRAYED** ME, SHE IS STILL THE ONE PERSON IN ALL THIS WORLD WHOM I **LOVE!**

I DON'T KNOW NOTHIN' **ABOUT** THAT.

I JUST KNOW I HAD TO BREAK INTO THE SLAMMER TO **SPRING** YOU--

--SO THAT'S JUST WHAT I *DID!*

I DON'T *GET* IT, THOUGH. I *THINK* AND *TALK* THE SAME WAY AS *ALWAYS*--

--SO HOW COME I'M DOIN' WHAT *YOU* WANT, INSTEAD OF WHAT *I* WANT?

BECAUSE, FOOL--

--THIS *PUPPET*, USING THE *LAST* OF MY PRECIOUS CLAY, REPRESENTS THE *ULTIMATE ACHIEVEMENT* OF MY INTELLECTUAL PROWESS!

NO DOLL OF MINE HAS EVER BEEN SO *POWERFUL!*

MUST BE THAT-- 'CAUSE HERE I AM JUST *STANDIN'* HERE--

--WHEN WHAT I *WANT* TO BE DOIN' IS *SLUGGIN'* YOU!

THAT'S WHERE I GOT IT ALL *OVER* YOU, BABY!

HUH?

I WANNA CLOBBER *YOU*-- AN' I DON'T EVEN HAVETA THINK *TWICE* ABOUT IT!

BEN-- *DON'T JUMP!* NOT TILL WE GET--

--CLOSER.

THE THING!

WHO'D YA *THINK* IT WUZ-- *BIG BIRD??*

YOU STOLE OUR *CRATE*-- KIDNAPPED MY *GIRL*-- AN' BUSTED OUT OL' *CHROME-DOME* THERE.

I'LL *LEVEL* WITH YA, CAGE--

IT'S CLOBBERIN' TIME!

THWOM!

LOOK, JACK-- I DON'T KNOW HOW REED RICHARDS ZAPPED YOU BACK INTO BEIN' *MR. MONSTER OF 1976*--

--BUT I DON'T NEED A CORNY *WAR-WHOOP* TO WASTE YOU *GOOD!*

BOK!

YOU'RE GOIN' *DOWN*--THOUGH THAT AIN'T GONNA DO NEW YORK'S *DRINKIN' WATER* MUCH GOOD.

FATHER--I *BEG* YOU--DON'T LET THEM *KILL* EACH OTHER! *STOP* THEM!

THE FANTASTIC FOUR HAVE ALWAYS SPOILED MY *EVERY PLAN*, ALICIA.

I *MUST* HAVE MY *REVENGE!* DON'T YOU *SEE* THAT??

ONLY THING ANYBODY'S GONNA *SEE* AROUND HERE, DOLL-FACE, IS *STARS*--

SWOT!

AN' RIGHT NOW, YER *PLAY-THING'S* JUST ABOUT *CORNERED THE MARKET* ON 'EM!

BUT, *STICK AROUND!* YOU'LL CATCH UP WITH 'EM, JUST AS SOON AS I CAN *POLISH 'IM OFF!*

POWER MAN--YOU BLITHERING BUFFOON! I DON'T KNOW HOW GRIMM GOT HIS GROTESQUE *ARMOR* BACK--

BUT YOU CAN *STILL* DEFEAT HIM! THAT'S WHY I *DESIGNED* THIS FINAL PUPPET TO LET YOU RETAIN MOST OF YOUR OWN *PERSONALITY*--

--SO THAT YOU WOULD BE A MORE *EFFECTIVE* FIGHTER THAN A MERE SUPER-POWERED *ZOMBIE!*

YOU *CAN* DEFEAT THE THING! YOU *MUST!*

AND YOU MUST DO IT-- *NOW!!*

I DON'T *WANNA* DO THIS-- I *DON'T!*

BUT-- CAN'T *HELP* MYSELF--!

I'VE GOT TO CREAM YOU-- NO MATTER WHAT!

WHATEVER HE SAYS-- HE'S STILL FIGHTIN' BACK AGAINST THE PUPPET MASTER'S CONTROL.

TAK

HE PULLED THAT PUNCH-- JUST A LITTLE. I COULD TELL!

ONLY THING IS, I CAN'T AFFORD TA BE AS GENEROUS--

SOK-KOW!

--'CAUSE I STILL AIN'T USED TO THIS EXO-WHATSIT OF REED'S, BUT I KNOW IT DON'T MAKE ME QUITE AS STRONG AS I WUZ BEFORE.

I CAN'T LET UP-- OR THEN I WON'T BE POWERFUL ENUFF TA BEAT 'IM, AND RESCUE ALICIA.

I ONLY HOPE WE'RE BOTH STILL ALIVE WHEN THIS FREE-FOR-ALL IS OVER!

BEN! OH, MY DARLING --!

NUTS! THAT'S WHAT I GET FOR BEIN' WHAT YA CALL YER INTROSPECTIVE.

CAGE CAUGHT ME OFF GUARD WITH SOME FANCY FOOTWORK!

BEN! GET UP AND FIGHT HIM, BIG FELLA!

YOU'VE GOT TO-- FOR ALICIA!

IF ONLY I DARED MAKE A GRAB FOR HER--TO GET HER OUT OF HARM'S WAY!

BUT, AT THIS SPEED-- WITH BOTH SHIPS CAREENING SO-- IF I MISSED, IT MIGHT BE FATAL! IT--

NO, BEN! DON'T SMASH INTO HIM AT FULL FRONTAL FORCE--!

BUT, REED'S WARNING SHOUT IS LOST-- AS ORANGE-SCALED GARGOYLE RUNS HEAD-ON INTO LUKE CAGE'S HURTLING, SUPER-DENSE 300-POUND FRAME--

YOU'LL ROCK THE CAR TOO MUCH, IF YOU--

AND, THOUGH THE TWO FEARSOME FORCES VIRTUALLY CANCEL EACH OTHER OUT--

--THE FEARSOME **IMPACT** SENDS VIOLENT **SHUDDERS** ALONG THE LENGTH AND BREADTH OF THE **FANTASTICAR**--

--CAUSING PHILLIP MASTERS, IN SHOCK, TO **DROP** THE GLOWING PUPPET IN **ONE** HAND--

OHH--!

--EVEN AS **ALICIA** IS TORN FROM THE **OTHER!**

THE PUPPET MASTER SEES HIS **STEP-DAUGHTER**, TOO, ABOUT TO TUMBLE OVER THE **SIDE**--!

IN AN INSTANT, HIS AGILE BRAIN WEIGHS THE **CHOICE** HE KNOWS HE MUST MAKE:

THE **LADY**...

...OR THE **PUPPET!**

IS IT TO HIS EVER-LASTING **CREDIT** THAT HE INSTANTANEOUSLY CHOOSES-- THE **LADY**?

OR IS IT ONLY A **KNEE-JERK** RESPONSE?

WE WILL NEVER **KNOW**-- NOR, WE FEAR, WILL **HE.**

IN ANY EVENT, THE ACTION COMES A SPLIT SECOND **TOO LATE**-- FOR **EITHER** OF THEM--

AND **THEY** HURTLE DOWN, TOWARD THE DARK, WAITING **RIVER**--

--AS SURELY AS DOES THE EERILY GLOWING **PUPPET** OF LUKE CAGE!

THIS IS **IT**-- THE MOMENT I WAS **WAITING** FOR!

BUT, MY AIM MUST BE **PERFECT**--

--NO MUSCLE STRETCH TOO **LITTLE**, OR TOO **FAR**, IF I'M GOING TO--

GOT THEM!

SPLUMP!

THERE ARE **NO WORDS** FROM EITHER VILLAIN OR SCULPTRESS AS THEY CLIMB THAT PLIANT **HUMAN LADDER** TOWARD THE HOVERING CRAFT ABOVE.

DOES THE PUPPET MASTER **REGRET** HIS ACTION-- PERHAPS JUST A **LITTLE**, IN SPITE OF HIMSELF?

THAT, **TOO**, IS NOT FOR US TO KNOW-- BECAUSE HE WOULD CONSIDER IT A **WEAKNESS** TO SAY.

WHILE, NEARBY, THINGS ARE STILL A BIT **UNRESOLVED**--!

YER EVEN STRONGER'N I **FIGURED**, CAGE-- BUT I GOT YER **RANGE** NOW, AN'--

AND I'VE GOT **YOURS**, BABY--

YOU'D BETTER JUST BELIEVE IT!

SO NOW, WE'LL FIND OUT WHICH ONE OF US IS--

WAIT! HOLD IT A MINUTE, GRIMM--!

I'M FREE-- FREE!!

HUH? WHAT IN BLAZES ARE YOU TALKIN'--?

THE PUPPET, MAN! CAN YOU DIG IT?

IT'S NOT PUTTIN' THE FIX ON ME ANY MORE!

WONDER WHAT HAPPENED TO IT. WE WERE BOTH WAY TOO BUSY TO--

NEVER MIND THAT! WHERE'S THE PUPPET MASTER--

--AND ALICIA!?

WE'RE UP HERE-- RIGHT WHERE WE BELONG!

HUH?

WHEW! FOR A MINNIT THERE, I THOUGHT AN ANGEL WUZ CALLIN' TO ME!

IS ALICIA--?

SHE'S FINE, BENJAMIN.

I'LL FLY OUR OLD ENEMY BACK TO PRISON-- AND DON'T WORRY--

--EVERYTHING'S A-OKAY!

SURE IT IS, REED.

SURE IT IS.

WITHIN MINUTES, **PHILLIP MASTERS** HAS BEEN RETURNED TO THE PRISON ISLE, AND TO AN INCREDULOUSLY GRATEFUL (IF SLIGHTLY BRUISED) **WARDEN WILLIAMS**...

...AND, IN **TWO** FANTASTI-CARS THIS TIME, OUR FABULOUS FOURSOME IS **MANHATTAN-WARD BOUND.**

ALREADY, **LUKE CAGE** CONTEMPLATES HIS RETURN TO THE SEEDINESS OF HIS **TIMES SQUARE OFFICE**--AFTER A STAY IN THE MORE SUMPTUOUS **BAXTER BUILDING**--

--AND, AS FOR THE **OTHERS:**

...SO IT LOOKS LIKE THIS **OUTFIT'S** GONNA HELP ME TO --

HEY! WHAT'S WRONG, KID?

DON'T TELL ME. I **KNOW.**

HE AIN'T **MUCH.** YOU KNOW IT... AN' I KNOW IT.

BUT HE'S STILL THE ONLY FAMILY YOU'VE **GOT,** AIN'T HE?

SOMETHING... LIKE THAT.

YEAH...THAT'S WHAT I **SAID,** ALL RIGHT:

THE ONLY FAMILY SHE'S **GOT!**

SO MAYBE IT'S TIME SHE HAD A **NEW** FAMILY... IF SHE **WANTS** ONE.

IT'S STILL TOO EARLY TO **TELL**... BUT IF THIS **MONKEY-SUIT** OF REED'S DOES THE **TRICK,** I'LL STAY A **NORMAL GUY** FROM HERE ON OUT...

NO MORE **DANGEROUS SIDE-EFFECTS,** LIKE WHEN HE CURED ME **BEFORE**...

BUT, I'LL STILL BE ABLE TO BE THE **THING**--

--WITH ENUFF **SELF-RESPECT** AGAIN TO COPE WITH A LADY WHO'S GOT MORE BRAINS AN' TALENT AN' BEAUTY THAN A WHOLE STAGEFUL O' **MISS UNIVERSE** TYPES.

AN' THEN-- YEAH, MAYBE **THEN**-- IF SHE'LL STILL **HAVE** ME--

--IT'LL BE TIME FOR **BEN GRIMM** TO **WALK THAT WELL-KNOWN AISLE!**

NEXT ISH: **BUT FIRST**--A WORD FROM OUR **GOLDEN GORILLA..!**

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DID YOU EVER HAVE ONE OF THOSE DAYS WHEN NOTHING GOES RIGHT?

DING-BLAST IT, REED!

THAT BABY BUZZ-BOMB OF YERS BLAMED NEAR SHAVED OFF MY ARMORED HIDE!

STOP TRYIN' TO CHEER ME UP, FRIGHT-FACE!

WROOSH!

FTOOM

BEN! JOHNNY! BOTH OF YOU--CUT THE CHATTER!

THIS IS A LIVE-AMMO DRILL, NOT A RE-RUN OF "CHICO AND THE MAN"!

AND NOW THAT REED RICHARDS HAS STRAIGHT-ENED US ALL OUT ON THAT LITTLE DETAIL--!

THE #1 FIGHTING-SQUAD OF THE 1970's MEETS THE #1 SUPER-TEAM OF THE '40's-- THRU THE AWESOME ARTISTRY OF:
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JV293

--LET'S GET BACK TO THE **MATTER AT HAND!**

SUE! MAKE YOUR **BATTLE REPORT!**

WHOM!

HOW'S YOUR **INVISIBLE FORCE FIELD** HOLDING OUT AGAINST PROFESSOR XAVIER'S EXPLOSIVE **MINI-MISSILES?**

IT'S DOING JUST **FINE,** HUBBY DEAR!

IF IT **WEREN'T** I WOULDN'T HAVE BEEN ABLE TO **ANSWER** YOU--

--DUE TO A SLIGHT CASE OF **DEAD!**

THOOM!

AS IT **IS,** I--

JOHNNY! LOOK OUT!

HERE COMES A WHOLE **BARRAGE** AIMED AT **YOU!!**

FWIT

FWIT

FWI

DON'T GET YOUR **BRAIDS** IN AN UPROAR, BIG SISTER!

I GOT 'EM **ALL** WITHOUT SO MUCH AS RAISING A **SWEAT.**

WHICH AIN'T **EASY,** WHEN YOU CONSIDER I'VE GOT A **BODY TEMPERATURE** OF SEVERAL HUNDRED DEGREES **FAHRENHEIT!**

FRA

FF!

THAT'S ALL RIGHT FOR **YOU,** HOTHEAD--

BUT **ME**--I'M STILL GETTIN' USED TO THIS **EXO-SKELETON** OUTFIT REED WHIPPED UP FOR ME--

--AN' IT JUST NATURALLY SLOWS DOWN MY **LIGHTNIN'-FAST REFLEXES,** Y'KNOW?

PKOW

YEAH, BEN-- I **KNOW.**

YEEEOWW--!

THAT *DUZZIT!*

THIS LITTLE *PHYS-ED* SESSION IS OVER-- *FINI--KAPUT!*

I'VE HAD *ENUFF* TARGET PRACTICE FER ONE DAY-- WITH *ME* AS THE *TARGET.*

REED! TURN THEM BLASTED GIZMOS *OFF!*

NEGATIVE, OLD FRIEND.

ALL TESTING EQUIPMENT IS ON *AUTOMATIC,* AND THERE ARE STILL *26 SECONDS* TO GO.

AS WE USED TO SAY IN THE *ARMY*--IF YOU DON'T LIKE IT, YOU'LL HAVE TO *LUMP* IT.

LIKE IT OR *LUMP* IT, HUH?

WELL, BOSS-MAN, I *DON'T* LIKE IT--

BUT, THE ONLY *LUMPS* AROUND HERE--

--ARE THE ONES I'M GONNA KEEP MAKIN' IN THIS *FLOOR*--

THWUMP!

WHUMP!

--TILL WE GET THE HECK *OUTTA* THIS KAMIKAZE PLAYPEN!

FRUMP!

BEN--STOP!

TOO LATE, REED! THE WHOLE *FLOOR'S* GIVEN WAY--AND WE'RE *FALLING THRU* TO THE ONE BELOW!

THE WHOLE *BUILDING* IS TREMBLING!

INCREDIBLE! BEN'S NEW *EXO-SKELETON ARMOR* MUST POSSESS EVEN GREATER *POWER AMPLI-FICATION* THAN I'D SUSPECTED.

THANK HEAVEN I'VE RECENTLY *REINFORCED* THE STRUCTURAL COMPONENTS OF THE *BAXTER BUILDING,* SO THAT--

I GOTTA *HAND* IT TO YA, BIG BRAIN!

YER THE ONLY GUY I *KNOW* THAT WRITES A *TERM PAPER* WHILE HE'S FALLIN' ON HIS *NOGGIN!*

I SUPPOSE I **DO** GET A BIT **CARRIED AWAY** NOW AND THEN.

SUE--ARE YOU ALL RIGHT?

NEVER FELT **BETTER**, DARLING.

HOW ARE THINGS UP **ABOVE**, JOHNNY?

BOR-ING, SIS. THE 26 SECONDS ARE NOW OFFICIALLY **UP**.

BESIDES, IT'S NO **FUN**, WHEN I CAN'T WATCH **BASHFUL BENJY** GET KNOCKED ON HIS TAIL.

FUN? DID YOU SAY- **FUN**??

BEN DEMOLISHES A WHOLE **FLOOR**-- COSTS US **THOUSANDS**, IN A MOMENT OF **PIQUE**--

--AND **YOU** CALL IT **FUN**!?

YOU TWO SHOULD HAVE BEEN AROUND FOR THE **SAN FRANCISCO EARTH-QUAKE**.

YOU'D HAVE LAUGHED YOURSELVES **SILLY**!

WHOA NOW, REED! **BACK OFF** A LITTLE.

THE SQUIRT'S **RIGHT**, STRETCH. OKAY, SO I **SHOULDN'TA** DONE IT. SO I'M **SORRY**.

NOBODY'S **PERFECT**.

BUT, BEN--JOHNNY-- SOMETHING LIKE THIS MEANS MORE **FINANCIAL** PROBLEMS, WHICH ARE THE **LAST** THING WE NEED RIGHT ABOUT NOW!

SAVE YOUR **BREATH**, HONEY.

APPARENTLY NO-BODY EVER **TOLD** THESE TWO THAT MONEY DOESN'T GROW ON **TREES**.

TREES, **SHMEES**! WE CAN GET RICH EVEN EASIER'N **THAT**!

WHAT ARE YOU **TALKING** ABOUT?

I BEEN **THINKIN'** ABOUT OUR MONEY CRUNCH--AN' ALL WE NEED TA DO IS USE DOC DOOM'S OLD **TIME MACHINE**!

AFTER ALL, IT DARN NEAR GOT US **BLACK-BEARD'S TREASURE** A FEW YEARS BACK, RIGHT?*

WAY **I** SEE IT, WE JUST SET IT FOR TWO WEEKS BEFORE THE **GOLD RUSH OF 1849**, AN'--

NO, BEN. WE'VE GOT TO STAND ON OUR **OWN** FEET.

TO **THAT**, RUBBER MAN, I SAY--**NERTZ**.

*SEE **F.F. #5**.--ROY.

I'M **SICK AN' TIRED** OF PINCHIN' PENNIES WHEN WE COULD BE LIVIN' ON **EASY STREET**!

WELL, **HERE'S** THE ROOM WHERE YA KEEP THE **TIME MACHINE**.

YOU SUIT **YERSELF**, REED--

--BUT CALIFORNY, HERE I--

--COME.

REMEMBER WHAT WE WERE SAYING EARLIER ABOUT THOSE DAYS WHEN **NOTHING GOES RIGHT?**

WELL, WHEN WE SAY **NOTHING**--WE **MEAN** NOTHING!

A BUNCH'A **NAZI SOLDIERS** -- HERE--**NOW!?**

VAST IST LOS?

ACHTUNG! EIN UNGEHEUER!!*

*"MONSTER." --ROY.

FIRE! **FIRE!!**

POKKA POKKA POKKA

THE **FANTASTIC FOUR,** NO LESS THAN THE ARMY OF THE LATE UN-GREAT **THIRD REICH,** CONSTITUTES A WONDROUSLY WELL-OILED **FIGHTING MACHINE...**

AND SO, NO MATTER **HOW** UNBELIEVABLE THE SITUATION, IT TAKES THEM BUT A **MOMENT** TO SWING INTO GALVANIZED ACTION--

POKKA POKKA

COMIN' **ATCHA,** CREEPS!

--AND **LAY WASTE** THEIR ATTACKERS LIKE SO MANY **BOWLING PINS!**

HEY, **REED** --I JUST **THOUGHT'A** SOMETHIN'.

WE'RE GONNA BE AWFUL **EMBARRASSED** IF THESE CLOWNS JUST TOOK A **WRONG TURN** ON THEIR WAY TO A **MASQUERADE PARTY!**

YOU KNOW AS WELL AS **I** DO THAT THAT EXPLANATION DOESN'T **COMPUTE,** BEN.

KRAK

THOSE ARE **REAL BULLETS** THEY'RE FIRING-- FROM REAL **LUGERS** AND REAL **SUB-MACHINE GUNS!**

THEN I'LL JUST EQUALIZE THINGS, BROTHER-IN-LAW...

GOTT IM HIMMEL!!

FOOSH!

...BY HURLING REAL FIRE-BURSTS AT THEM!

THIS IS INSANE, REED-- TOTALLY INSANE!

WHY ARE THESE MEN STILL FIGHTING WORLD WAR TWO--

--MORE THAN THREE DECADES AFTER IT ENDED?

TOK!

MMFF--!

YOU MIGHT ASK THE LATE LATE SHOW THE SAME THING, SUE.

YEAH! BESIDES, JUST LOOKIT THE BRIGHT SIDE!

WE WON AGAIN-- RIGHT, STRETCH?

SO IT WOULD APPEAR.

STILL, WE'VE GOT TO GET TO THE BOTTOM OF THIS MYSTERY-- ONCE THESE MEN HAVE A CHANCE TO WAKE UP.

BEN...?

OKAY, OKAY... I GET YER DRIFT...

I'LL CLEAN UP AFTER EVER'BODY, AS PER USUAL!

OBVIOUSLY, THESE GERMAN SOLDIERS CAME FORWARD IN TIME VIA THE TIME MACHINE HERE.

THEY CAN TELL US THEN, IN A MINUTE.

BUT, WE CAN'T SEND THEM BACK, TILL WE LEARN THE PRECISE PLACE AND DATE THEY LEFT.

BUT, WHY NOT JUST LET 'EM STEW HERE FOR A WHILE?

TIME IS A DELICATE QUANTITY, JOHNNY-- AND ONE WE KNOW LITTLE ABOUT, AS YET.

WHO CAN TELL WHAT DISTURBANCES MIGHT BE CAUSED IN THE RELATIVE TIME-STREAM BY THE SUDDEN DISAPPEARANCE OF HALF A DOZEN MEN AT A CRUCIAL TIME-- A CRITICAL PLACE?

NO, WE--

REED-- WHAT--?

I CAN JUST ABOUT GUESS.

AIEE

BEN!

AND, FROM THE **NEXT** CHAMBER COMES THE BOOMING **REPLY**:

NOW SEE WHATCHA GONE AN' DONE, OTTO?

YOU GOT MY **OL' BUDDY** ALL UPSET, AN' HERE I AIN'T EVEN **HIT** YA YET!

AWRIGHT, SPOILSPORT-- I'LL MAKE NICE WITH OUR LITTLE GUESTS-- FER NOW!

YOU JUST JOIN YER LITTLE **PLAYMATES** IN HERE...

...TILL **BIG BRAIN** FIGGERS OUT WHAT TA **DO** WITH YA!

AN' NO DRAWIN' **SWASTIKAS** ON THE WALLS-- OR **ELSE!**

ANY **LUCK** YET, REED?

EVERYTHING **SEEMS** IN ORDER. NOTHING **MISSING**, OR **TURNED ON**-- AND YET--

WAIT A MINUTE! I THINK I'VE **GOT** IT!

WHAT--?

HONEY-- THAT **VIBRANIUM CYLINDER** I WAS TESTING IN HERE THE OTHER DAY--

DO YOU RECALL WHERE I **LEFT** IT?

WHY, **YES**-- IT WAS ON **THAT TABLE.**

BUT-- IT'S **NOT** THERE **NOW!**

EXACTLY! AND I REMEMBER **PUTTING** IT THERE-- RIGHT BEFORE OUR LITTLE SKIRMISH WITH **POWER MAN!***

REED-- DO YOU **SUPPOSE**--?

*SEE **F.F.** #169. --RASCALLY.

"IT **MUST** BE, SUE! WHILE HE WAS UNDER THE CONTROL OF THE **PUPPET MASTER**, LUKE CAGE RUSHED **THRU** THIS VERY ROOM, AMONG OTHERS--

FWAM!

"--MAKING **SCRAP METAL** OF EVERYTHING IN SIGHT!

"IT COULD **EASILY** HAVE HAPPENED THAT THE CANNISTER OF VIBRANIUM **ROLLED OFF** THE FLAT TABLE, WHERE IT HAD RESTED--

"--ONTO THE TIME MACHINE'S **SENDING SURFACE**--

"--AND WAS HURLED **BACK IN TIME!**"

OF COURSE, THAT **STILL** DOESN'T EXPLAIN HOW THOSE **TROOPS** GOT HERE, OR **WHEN** THEY CAME FROM. I--

SOMETHING **BOTHERING** YOU, BEN?

...IT'S **HOT** IN THIS **EXO-SKELETON** ZOOT SUIT YOU DREAMED UP FOR ME.

DON'T **KNOCK** IT, FELLA.

WITHOUT IT, YOU WOULDN'T HAVE THE **THING'S STRENGTH** ANY MORE.

YOU THINK YOU NEED TO REMIND **ME** OF THAT?

YOU BETTER **BELIEVE** IT, LEADER-MAN...

IF THE SUIT'S **BOTHERING** YOU, OLD FRIEND, YOU CAN **TAKE IT OFF** FOR A WHILE.

NO WAY! THEN YOU'D **REPLACE** ME IN THE F.F. AGAIN-- PROB'LY WITH **DOC DOOM**, THIS TIME.

HEY, THAT **REMINDS** ME, STRETCH--

I THOUGHT DOC DOOM GOT HIS TIME MACHINE **BACK** FROM YOU, LONG SINCE.

HE **DID**. I COULD HARDLY **REFUSE** HIS OFFICIAL REQUEST, SINCE HE'S THE HEAD-OF-STATE OF A **FOREIGN POWER**.

BUT, BEFORE I COMPLIED, I **DUPLICATED** IT-- AND I'VE RECENTLY ADDED SOME UNTESTED **IMPROVEMENTS**.*

I SHOULD'A **GUESSED!**

*SO MUCH FOR A MIGHTY MARVEL MIX-UP THAT'S BOTHERED TRUE BELIEVERS FOR **YEARS!** --R.T.

MY VERSION AUTOMATICALLY RECORDS THE EXACT **TIME-PERIOD** OF ANY MATTER EITHER **RECEIVED** OR **TRANSMITTED**.

IN AN **INSTANT**, I CAN THUS LEARN THAT THOSE **NAZI SOLDIERS** ARRIVED HERE DIRECT FROM THEIR RECORD-BREAKING ENGAGEMENT IN THAT **WONDERFUL YEAR**--

1948
1947
1946
1945
1944
1943

GOOD LORD!

--1946!?

C'MON, STRETCH -- THAT GIZMO MUST STILL HAVE A FEW **BUGS** IN IT!

YOU AN' ME, WE'RE **VETS!** WE BOTH KNOW THE **BIG ONE** WUZ OVER IN '**45.**

BUT THE **TIME MACHINE** SAYS **DIFFERENTLY.**

LOOK, IT DON'T TAKE NO **TOM SWIFT** TA FIGGER OUT WHAT'S HAPPENED HERE--

THEM NAZIS MUSTA BEEN **HIDIN'** SOMEWHERE SINCE THE WAR -- LIKE THEM **JAPANESE** THAT HID OUT IN **BORNEO** FOR 20-30 YEARS, Y'KNOW?

IMPOSSIBLE, BEN. THE MACHINE **ALSO** INDICATES THAT THE **SPATIAL DISPLACEMENT POINT** FOR THOSE SOLDIERS WAS-- **LONDON!**

WHAT **GIVES,** REED? YOU TRYING TO **RE-WRITE HISTORY,** SO THAT THE AXIS **WON THE WAR?**

I'M NOT TRYING TO DO **ANYTHING,** SON, BUT GET TO THE **BOTTOM** OF THIS THING.

PERHAPS, IF I SENT YOU TWO **BACK** TO 1946--

S'OKAY WITH **ME.**

ALL **I** CARE ABOUT--

--IS THAT THE **GOLD RUSH OF '49** IS SECOND ON OUR--

HEY-- **WHAT--?**

THAT **SHADOW--!**

REED! IT'S -- **THE WATCHER!**

IT'S **TRUE!** THEN, WE **KNOW** WE'RE ONTO SOMETHING OF **EARTH-SHATTERING** IMPORTANCE!

FOR, IN THE **PAST,** THE WATCHER HAS ONLY APPEARED IN MOMENTS OF **COSMIC CRISIS**--SUCH AS THE COMING OF **GALACTUS!**

YEAH-- BUT **WE** AIN'T SEEN 'IM SINCE **WILLIE LUMPKIN** MESSED AROUND WITH THE TIME MACHINE, A WHILE **BACK!** *

WHERE YOU BEEN **KEEPIN'** YERSELF, WATCH --AND WHAT BROUGHT YA **BACK?**

ONE'A YER FAVORITE SUNS GOIN' **NOVA** OR SOMETHIN'?

REED-- HE'S SO **GRIM**-- SO OMINOUSLY **SILENT--!**

*GIANT-SIZE F.F. # 2.-- ROY.

AW, SUZIE-- THAT'S JUST 'CAUSE WE AIN'T GIVE HIM A CHANCE YET!

NO, BEN. I THINK SHE'S HIT ON SOMETHING.

THIS TIME, HE SEEMS-- DIFFERENT, SOMEHOW.

WATCHER-- WHAT IS IT? WHY HAVE YOU COME HERE?

NO REPLY! AMAZING-- HE'S TRAVELED COUNTLESS LIGHT YEARS TO MATERIALIZE ON EARTH--

--AND THEN SAY NOTHING?

STEP ASIDE, STRINGBEAN. I'LL LOOSEN HIS JAW.

THAT'S NO ANSWER, BEN.

DARLING, COULD IT HAVE ANYTHING TO DO WITH YOUR PLAN TO SEND BEN AND JOHNNY BACK TO 1946?

IT MUST HAVE. BUT, IN THAT CASE, WHY WOULD HE HAVE BOTHERED TO APPEAR?

YEAH. IF HE HADN'T--

--WE'D ALREADY BE BACK THERE BY NOW.

WELL, HE GIVES ME THE CREEPS-- JUST STANDIN' THERE WATCHIN' US LIKE THAT!

I LIKED 'IM BETTER WHEN HE USETA YAK HIS HEAD OFF ABOUT HOW HE TOOK A PLEDGE NOT TA DO NUTHIN'--

--AN' THEN HE'D ALWAYS END UP GIVIN' US THE ULTIMATE NULLIFIER OR SOME GOOFY GIZMO LIKE THAT!

OF COURSE, BEN-- THAT'S IT!

THE WATCHER HAS INTERFERED IN HUMAN AFFAIRS-- PERHAPS ONE TIME TOO MANY.

WHAT IF, THIS TIME, HE MEANS TO KEEP HIS VOW--

--EVEN IF IT WERE TO MEAN THE END OF THE WORLD?

OH YEAH? Y'MEAN IF IT TURNED OUT THREE BILLION LIVES WUZ AT STAKE, HE'D STILL STAND THERE KEEPIN' SCORE?

LEMME AT 'IM, REED! S'HELP ME, I'LL MOW 'IM DOWN!

HE COULD DESTROY YOU WITH A MERE NOD, BEN, AND YOU KNOW IT.

SO STOP IT!

I'M CONVINCED HE'S STILL TRYING TO HELP-- BUT WITHOUT OVERTLY BREAKING HIS VOW AGAIN. *

YET HIS VERY APPEARANCE IS A WARNING TO US, COMING WHEN IT DID.

AND THAT MEANS THAT, INSTEAD OF MERELY SENDING YOU TWO BACK TO 1946--

* BRILLIANT DEDUCTION, REED-- CONSIDERING YOU DIDN'T WITNESS THE CATACLYSMIC TRIAL OF THE WATCHER IN THE 39th ISSUE OF CAPTAIN MARVEL! --ROY AGAIN.

--I'M GOING TO DO A BIT MORE *CHECKING* FIRST.

WHAT'S TA *CHECK*, WORRY-WART? YER TIME-TWISTER *TRADED* THEM GOOSE-STEPPERS FOR THAT HUNK'A *VIBRANIUM* THE BLACK PANTHER SENT YA.

NUTHIN' COMPLICATED *ABOUT* IT.

NOT IF THAT'S WHAT *HAPPENED*. BUT, WHAT IF--AS WE SURMISED IT WAS *POWER MAN'S RAMPAGE* WHICH *FIRST* ACTIVATED THE TIME MACHINE--?

AND--WHAT IF IT WAS YOUR *POUNDING ON THE FLOOR* A LITTLE WHILE AGO WHICH SOMEHOW *RE-ACTIVATED* IT? DON'T YOU *SEE?*

THAT WOULD MEAN THE VIBRANIUM COULD HAVE GONE *ANY-WHERE.*

AH--THIS *HOOK-UP* SHOULD DO IT. NOW *WATCH*--!

HOLY HANNAH! EITHER THAT'S A RE-RUN OF *"THE BATTLE OF THE BULGE"*--

--OR ELSE YOU JUST TUNED IN ON *WORLD WAR THE DEUCE!*

THE *LATTER,* I'M AFRAID.

BUT, WITH ONE SLIGHT *ALTERATION* IN THE USUAL SCREENPLAY:

NAMELY, I *LEFT* THE MACHINE'S CHRONO-SELECTOR TUNED TO *1946!*

THE PLACE-- *CLEVELAND, OHIO!*

OH MY GOD!

:ULP!:

REED-- WHAT ABOUT THE *REST* OF THE WORLD?

I'M *TUNING,* JOHNNY. THIS IS STILL NEW TO *ME,* TOO, AND--

WAIT! HERE'S *NEW YORK CITY,* SAME TIME-PERIOD!

THE JOINT'S OVERRUN WITH *SWASTIKAS*-- AND THERE'S THE *EMPIRE STATE!*

EVEN *KING KONG* WOULD LOOK BETTER TA ME UP THERE!

NOW, HERE'S *LONDON*--ORIGIN PLACE OF OUR *RELUCTANT GUESTS.*

BY *NOW,* IT'S NO SURPRISE TO SEE *GERMAN PLANES* FRAMED BEHIND *BIG BEN*--

--OR EVEN ABOVE THE CENTURIES-OLD TURRETS OF MOSCOW!

THEN-- EVEN A NON-EGGHEAD LIKE ME CAN FIGURE OUT WHAT'S HAPPENED, REED.

SOMEHOW, WE'VE HOOKED INTO AN ALTERNATE WORLD-- LIKE THE ONE IN WHICH REED RICHARDS IS THE THING!*

THAT'S ONE POSSIBILITY, JOHNNY...

AS LAST SEEN IN F.F. 160-163. --THE BOY.

I ONLY WISH THERE WEREN'T OTHERS, AS WELL!

WHAT'RE YOU TALKIN' ABOUT, REED? STOP PLAYIN' GUESSIN' GAMES WITH US, WILLYA?

LIKE, THIS AIN'T EXACTLY FUN!

I JUST-- HAVE TO BE SURE--!

I'VE SET THE TIME-DIAL FOR 1944, AND-- JUST AS I FEARED!

INSTEAD OF OUR LAUNCHING D-DAY IN THAT YEAR-- HERE WE SEE THE NAZI ARMY FIGHTING G.I.'S IN LOWER MANHATTAN!

CHOKE--!

AND HERE, IN 1943, WE SEE NAZI TROOPS OCCUPYING ENGLAND-- AFTER A SUCCESSFUL CROSS-CHANNEL LANDING!

BUT, REED-- COULD ONE CYLINDER OF VIBRANIUM HAVE CHANGED ALL THAT HISTORY-- IN ANY WORLD?

IT COULD HAVE, SUE-- THOUGH I WISH TO HEAVEN IT COULDN'T.

I'VE SET THE DIAL FOR 1942 NOW--

BEN WAS JOKING ABOUT BUZZ-BOMBS EARLIER...

...AND THERE THEY ARE-- MAKING A DIRECT HIT ON LONDON ITSELF!

WAITAMINNIT! WE ALL KNOW THE BUZZ-BOMBS DIDN'T START HITTIN' ENGLAND TILL JUNE OF '44 --AND THE V-2 ROCKETS EVEN LATER!

BY THAT TIME, THE NAZIS WERE ON THE ROPES, AN' THEY DIDN'T DO MUCH GOOD.

THAT'S WHAT HAPPENED IN OUR MEMORY, BEN...

BUT, THERE MAY BE *OTHER* TIME-CONTINUUMS, OF WHICH WE'VE PREVIOUSLY KNOWN *NOTHING*--

--CONTINUUMS IN WHICH NAZI SCIENTISTS SOMEHOW *LICKED* THE PROBLEMS OF *LONG-RANGE MISSILES* AT A *FAR-EARLIER DATE!*

SUCH A THING MIGHT HAVE *CHANGED* THE COURSE OF THE WAR IN *ONE* CONTINUUM...AND MIGHT EVENTUALLY AFFECT *ALL* OF THEM!

NOW, GOT TO CHECK OUR PRIVATE *SEISMOGRAPH*--TO SEE HOW *GREAT* WAS THE DISTURBANCE WHEN BEN SLAMMED THAT *FLOOR.*

THAT, IN TURN, MAY SHOW ME HOW FAR THE *CHRONO-SELECTOR* MIGHT HAVE BEEN *JIGGLED*--

--SO THAT IT PICKED UP THOSE GERMANS FROM *1946*--

--EVEN THOUGH THE *VIBRANIUM* MAY HAVE MATERIALIZED AT AN *EARLIER* TIME.

SLOW DOWN! MY HEAD'S SPINNIN'--

--AN' YOU STILL AIN'T TOLD US *HOW* THAT VIBRANIUM COULD'VE DONE ALL THAT!

THINK, BEN-- *THINK!*

WHAT WAS ONE OF THE *FIRST* KNOWN USES OF *VIBRANIUM*?

WHY--IT WAS TO KEEP *MISSILES* FROM GOING *OFF-COURSE!**

CHECK! AND THAT COULD HAVE SPEEDED UP THE *V-2 PROGRAM* BY YEARS--IF THE VIBRANIUM HAD SHOWN UP IN *NAZI GERMANY!*

LET'S SEE--A FINAL LOOK AT MY *SLIDE RULE,* AND--

*SEE *F.F.* #*53*, P. 5, --RESEARCHIN' ROY.

YES! I THINK I'VE PINPOINTED THE DATE AS *CLOSE AS POSSIBLE*--THOUGH I MIGHT BE EVEN *WEEKS* OFF!

ONTO THE *TIME-SQUARE,* EVERY-ONE-- AND GET READY FOR *EARLY 1942!*

REED! THE *WATCHER*--HE'S DOING A *FADE-OUT!*

WELL, DON'T LOOK *NOW,* SQUIRT--

--BUT SO ARE *WE!*

AN' YOU DON'T HAVETA PUT IT INTO *WORDS,* STRETCH.

I KNOW THAT IF WE DON'T *CHANGE* WHAT'S HAPPENED BACK ON THIS *OTHER TIME-PATH* WE'RE GOIN' TO--

--IT'S JUST *POSSIBLE* THAT THE AMERICA WE COME *BACK* TO AIN'T GONNA BE CELEBRATIN' ANY *BICENTENNIAL!*

EARLY 1942: GREAT BRITAIN STANDS NEARLY ALONE AGAINST THE NAZI CONQUERORS ACROSS THE ENGLISH CHANNEL--FOR, IN THE WAKE OF PEARL HARBOR, AMERICAN MIGHT IS ONLY BEGINNING TO MAKE ITSELF FELT.

YET, HERE IN A FORTIFIED BUNKER SOMEWHERE IN THE HEART OF LONDON, THERE IS ONE TANGIBLE EVIDENCE OF THE GLORIES TO COME...

...THEN YOUR SUSPICION, GENERAL FITZ-HUGH, IS THAT THE NAZIS ARE PLANNING SOMETHING BIG AT THIS CASTLE CHERBELLE?

I'M RUDDY POSITIVE OF IT, CAPTAIN AMERICA!

WHY ELSE MOVE SO MANY MEN--SO MUCH EQUIPMENT--AND POSSIBLY ONE OF THEIR MOST FEARED OPERATIVES--TO A SECLUDED LOCATION IN OCCUPIED FRANCE?

THAT'S WHY WE ASKED YOU INVADER CHAPS TO HELP US OUT. WE'VE GOT TO--

--BE CELEBRATIN' ANY BICENTENNIAL!*

HEY, LOOK, PEOPLE--IT'S CAPTAIN AMERICA! LOOKS LIKE WE HIT THE JACKPOT!

WHO THE DEVIL--?

YOU GOT ME, GENERAL!

*TIME PARADOX #21 IN A SERIES; COLLECT 'EM ALL. --ROY.

IT AIN'T NECESSARILY YOU THAT WE WANTED TA GET, WINGHEAD.

BUT, IF YOU OR ONE'A YER BRASS-SPORTIN' BUDDIES COULD JUST GIVE OUT WITH A LITTLE INFO--

GET YOUR HANDS OFF ME--YOU DAMNED MONSTER!

DO NOT FEAR, GENERAL!

WHETHER THIS GARGOYLE BE HUMAN, AS HE SEEMS--OR SPAWN OF HELL--

BLAM!

--HE'LL **NOT** LAY HANDS ON YOU!!

HEY!

Y'KNOW, POINTY-EARS, YOU MIGHT BE A WHOLE LOT **YOUNGER** NOW THAN THE **LAST** TIME WE MET UP--

FRAK!

--BUT YOU ALREADY GOT A **WALLOP** THAT'S MORE THAN THE **BINACA BLAST!**

NOW IF YOU'LL STOP PLAYIN' **ALI AN' FRAZIER** FOR A MINNIT, MAYBE WE CAN GET DOWN TO **CASES!**

YOUR ESOTERIC MUMBLINGS DO NOT CONFUSE THE **SUB-MARINER,** NAZI!

THERE WILL BE PEACE WHEN YOU **SURRENDER**-- AND NOT **BEFORE!**

NAZI!? DID THAT CREEP SAY-- **NAZI?**

TAKE IT **EASY,** BEN! HE DOESN'T **KNOW--!**

YEAH, WELL, **NOW** HE KNOWS, STRETCH-- AN' HE KNOWS IT **GOOD:**

WHAM!

NOBODY CALLS **BENJAMIN J. GRIMM** A NAZI AN' GETS AWAY WITH IT!

NOBODY!

FLAME ON, TORO! I'M NOT SURE JUST WHAT'S GOING ON AROUND HERE--

BUT, WITH SOME OF THE ALLIES' TOP SOLDIERS GATHERED IN THIS ROOM--

--WE CAN'T AFFORD TO TAKE ANY CHANCES!

WE'LL MELT THIS MONSTER DOWN TO SIZE-- AND THEN WE'LL WORRY ABOUT TALKING!

HOLY JOE-- IT'S THE ORIGINAL HUMAN TORCH--!

I DIDN'T RECOGNIZE HIM BEFORE-- BUT I'D KNOW THOSE FIRE-BALLS ANYWHERE!

NO TIME TO INTERCEPT THAT ONE--

--EXCEPT WITH THIS LITTLE FIRE-BURST ALL MY OWN!

FSSHH!

HOLD ON, TORCHES! I'M--

--FALLING, IS ALL!

UNNH--!

COMPLIMENTS OF THE INVISIBLE GIRL!

CAPTAIN AMERICA-- DO YOU KNOW WHAT THIS IS ALL ABOUT?

IF I'M RIGHT, THEN THE FIRST ORDER OF BUSINESS--

I THINK I MAY BE STARTING TO GET AN INKLING, SIR.

--IS TO BREAK UP THIS LITTLE FREE-FOR-ALL!

YOU DARE!?

NO ONE SHALL PREVENT ME FROM AVENGING THE BLOW I WAS STRUCK!

YOU TOSS A MEAN SHIELD, C.A.

BUT, IT WON'T KEEP ME AWAY FROM OL' EYEBROWS HERE FOR MORE'N A SECOND!

NOW THE *TORCHES* ARE GETTING INTO THE ACT AGAIN.

I SHOULD HAVE *KNOWN* IT WOULD BE LIKE THIS!

IF THERE'S ONE THING I'VE LEARNED IN DEALING WITH A BUNCH OF *SUPERHEROES*...

...IT'S THAT THEY *CAN* USUALLY BE *REASONED* WITH...

SHOOSH

...BUT *FIRST*, YOU'VE GOT TO GET THEIR *ATTENTION!*

WATER-- FROM THE *OVERHEAD PIPES*--

SPLUSH!

--*DOUSING MY FLAME!*

BETTER YOU THAN *ME*, NAMESAKE!

I MEANT TO HIT *BOTH* OF YOU, JOHNNY.

TORCH! JUST *COOL DOWN* A SECOND, AND I SWEAR TO YOU WE'LL *EXPLAIN* EVERYTHING TO YOUR *SATISFACTION.*

WE'RE *NOT NAZIS!*

BEN-- THIS *PIPE*--!

YEAH, I *GETCHA*, RUBBER MAN.

YOU TORE THE BLASTED THING *APART*-- AN' NOW YOU WANT OL' *BENJ* TA STICK IT BACK *TOGETHER* AGAIN.

WILL DO-- BUT ME, I'M BETTER AT THE *TEARIN' APART* BIT.

JUST *HOLD* IT THERE A SECOND BEN, AND--

THERE! IT'S *WELDED SOLID* AGAIN.

YEAH-- AN' MY *FINGER* BLAMED NEAR WENT *WITH* IT.

SHEESH! I JUST DON'T GET NO *RESPECT!*

QUICKLY, REED **LAYS OUT** THE SITUATION TO SUPERHEROES AND ALLIED BRASS ALIKE...

...AND **YOUR** THEORY IS THAT THIS **VIBRANIUM** MATERIAL MIGHT HELP GIVE THE NAZIS **ACCURATE ROCKETS** AT THIS STAGE OF THE WAR?

THAT'S IT, IN A **NUTSHELL.**

TO **PROVE** YOU'RE FROM THE FUTURE-- WHEN WILL THEY **OTHERWISE** DEVELOP THEM?

WOULD IT REALLY DO ANY **GOOD** FOR ME TO TELL YOU, CAPTAIN AMERICA?

BESIDES, WE'RE TAKING A TERRIBLE **ENOUGH** RISK JUST MEDDLING WITH THE PAST AT **ALL!**

BUT **STRETCH'S** THEORY IS THAT, IF THE NAZIS CONQUER **ONE** TIME CONTINUUM BECAUSE A THE **VIBRANIUM**--

--THAT MAY CHANGE THE FUTURE IN **ALL** OF THEM!

NOW **WAIT** A MINUTE! **CAPTAIN AMERICA** MAY FALL FOR ALL THIS "**TIME CONTINUUM**" STUFF-- BUT IT'S ALL **GREEK** TO ME!

WHAT'VE WE GOT TO **PROVE** IT, EXCEPT THE WORD OF FOUR **STRANGERS** WHO POPPED UP OUT OF **NOWHERE?**

WHY, I--

NOTHING, MON GENERAL...

YET, AS **FREE FRENCH** LIAISON OFFICER HERE, I WOULD LIKE TO **SPEAK!**

WHAT THIS MAN **RICHARDS** SAYS--

IT WOULD FIT **WELL**, WOULD IT NOT, WITH THE INFORMATION WE RECEIVED FROM THE **FRENCH UNDERGROUND...**

...CONCERNING THE **BUILD-UP AT CASTLE CHERBELLE!**

IT IS RUMORED THAT THE HATED **BARON ZEMO** HIMSELF IS IN CHARGE OF THAT OPERATION...!

BARON ZEMO?

WE'VE **HEARD** OF HIM, OF COURSE-- THOUGH ONLY **VAGUELY.**

THE WAY **I** SEE IT, RICHARDS, THE **INVADERS** CAN TAKE YOU TO OCCUPIED FRANCE, WITH OR **WITHOUT** OFFICIAL SANCTION -- IF THE **OTHERS** AGREE.

MY **AIRSHIP** IS AT YOUR **DISPOSAL.**

THEN-- WE'VE GOT TO **CHANCE** IT, AND **QUICKLY!**

RIGHT...

...OR, AS WE **INVADERS** ARE WONT TO SAY--

OKAY, AXIS, HERE WE COME!!

ERE LONG, THE NINE-STRONG ENTOURAGE ARE FLYING OVER **OCCUPIED FRANCE**-- A NATION IN THE GRIP OF THE **NAZI OPPRESSOR**...

MY **APOLOGIES** FOR THE **AWKWARDNESS** OF THIS CRAFT-- BUT MY **FLAGSHIP** IS TOO **SMALL** TO CARRY US ALL IN COMFORT.

AWKWARD?! IF THE **ALLIES** EVER FULLY REALIZE, NAMOR, THAT YOUR PEOPLE HAVE SOLVED THE ULTIMATE SECRET OF **AIR PROPULSION**...

WHICH I NEVER **SHALL**, RICHARDS!

...THEY WON'T REST TILL YOU'VE TURNED IT **OVER** TO THEM!

DON'T LOOK **NOW**-- BUT, WHILE **YOU TWO** ARGUE THAT OUT, WE'RE FLYING STRAIGHT INTO A CLOUD OF **GERMAN STUKAS!**

I **SEE** THEM, CAPTAIN AMERICA--

BUT, THOUGH I'VE ARMED MY **FLAG-SHIP** SINCE WE WERE FREED FROM THE UNHOLY INFLUENCE OF THE **RED SKULL**--*

...I'VE NOT YET HAD TIME TO EQUIP **THIS** VEHICLE WITH WEAPONS!

UH-OH...

*AS SEEN IN **MARVEL PREMIERE #30**, CO-STARRING THE **LIBERTY LEGION**-- STILL ON SALE! --ROY.

POKKA POKKA

NOW HE TELLS US!

POKKA POK

POKKA POKK

THOSE BULLETS WON'T GET THRU **OUR** FLAMES, PAPPY!

LET'S GO! WE'LL CREMATE THE WHOLE **LOT** OF 'EM!

NO, TORO! I KNOW IT'S **HARD**--

BUT WE'RE ON A MISSION-- A **VITAL** MISSION-- AND NOTHING MUST **INTERFERE** WITH IT! **NOTHING!!**

BESIDES, FROM ALL THE **G'S** IN HERE, IT FEELS AS IF NAMOR JUST SHIFTED INTO **HIGH GEAR**--

--AND THOSE **DIVE-BOMBERS** WILL JUST HAVE TO CONTINUE ON THEIR MERRY WAY TO **ENGLAND**--

--**HOPEFULLY**, JUST IN TIME TO RUN STRAIGHT INTO THE GOOD OLD **R.A.F.!**

GOTT IM HIMMEL!

CHAPTER TWO NINE AGAINST DESTINY!

WAHOO! WE'VE LOST 'EM! BUT--

CAP! DO YOU SEE WHAT I SEE?

I DO, BUCKY! IT'S A FACE--AN INCREDIBLY GRIM FACE--ETCHED AGAINST THE VERY CLOUDS THEMSELVES!

MR. FANTASTIC--DO YOU KNOW ANYTHING ABOUT THIS?

NOT AS MUCH AS I WISH I DID, CAP--AND BY THE WAY, THE NAME IS REED--

BUT, THAT'S AN ALIEN ENTITY WE'VE ENCOUNTERED BEFORE--A BEING WHO CALLS HIMSELF THE WATCHER.

THEN HE IS APTLY NAMED, RICHARDS. YET--NOW THE FACE HAS VANISHED AGAIN!

I'D BET EVEN MONEY THAT HE JUST APPEARED TO TELL US WE'RE ON THE RIGHT TRACK.

I CAN FEEL IT, SOMEHOW.

SHEESH! THE LAST TIME HE POPPED UP, IT WUZ TO TELL US WE WERE ABOUT TA FOUL UP!

BUT, YER PROBL'Y RIGHT. YER HUNCHES USUALLY ARE.

ONLY THING IS, I WISH OL' BALDIE WOULDN'T MAKE SUCH A PRODUCTION NUMBER OUTTA EVERYTHING.

LIKE I SAID BEFORE--HE GIVES ME THE CREEPS!

THERE'S SOMETHING I IMAGINE YOU LIKE SEEING FAR LESS, BEN:

THE NAZI FLAG, FLYING OVER WHAT MUST BE CASTLE CHERBELLE!

YOU AIN'T WRONG, PAL!

WE HAVE ARRIVED SO SWIFTLY--AND SO SILENTLY--THAT IT'S DOUBTFUL IF ANYONE INSIDE IS AWARE OF OUR COMING.

THUS, IT SHOULD BE SIMPLICITY ITSELF TO LAND MY AIRSHIP HERE IN THIS HEAVILY WOODED SECTION...

...AND WE MAY *FINISH* OUR JOURNEY ON *FOOT.*

THIS IS ALL SO *EERIE*--

I'VE NEVER *BEEN* TO WORLD WAR TWO BEFORE!

Y'KNOW, SUZIE-BABY,.. YOU GOT A A REAL WAY WITH A *PHRASE!*

YONDER LIES THE *CASTLE!*

IT'S SO *DARK*-- SO *FOREBODING*-- LIKE SOME GREAT *SPIDER,* WAITING FOR US TO ENTER ITS *WEB*--

BUT, ENTER IT WE *MUST!*

BEN, DO YOU *REALIZE* THAT, WHILE WE'RE HERE IN *FRANCE,* OUR *YOUNGER* SELVES ARE BACK IN THE STATES, JUST NOW *JOINING* THE SERVICE?*

DON'T LOOK AT *ME,* BIG BRAIN. ONLY THING *I* KNOW ABOUT *TIME TRAVEL* IS WHAT I READ IN "*ALLEY OOP*"!

BUT, NOW THAT YA MENTION IT-- YEAH, IT *IS* KIND-OF A *SPOOKY* FEELIN'!

*AS REPORTED IN *F.F.* *11. --ROY.

WHEW! 'SCUZE ME FOR *LOSIN' MY HEAD* LIKE THIS, CREW-- BUT IT GETS *HOT* IN THERE!

THEN-- THE SO-CALLED *THING* IS NOT A *TRUE* MONSTER, AS WE HAD BELIEVED?

NOT *THIS* WEEK I AIN'T--

--AND *NEVER AGAIN,* IF I CAN *HELP* IT!

ENOUGH TALK! IT IS TIME TO *GO.*

THOUGH I CONFESS-- I DESPISE ATTACKING THUS IN *STEALTH.*

THIS ISN'T JUST A *WAR GAME* WE'RE PLAYING, NAMOR.

WE NEED EVERY ADVANTAGE WE CAN *GET,* TO MAKE SURE THAT NO ONE ESCAPES WITH THE *VIBRANIUM*-- IF IT *IS* INSIDE.

NOW-- *SHHH!* WE'RE CLOSE ENOUGH FOR SOMEONE TO *HEAR* US, IF WE TALK OUT LOUD.

WOW! THAT'S SOME STEEP *WALL,* CAP!

HOW'RE WE GOING TO--?

NEVER MIND.

KEEP ME *ANCHORED*, BEN.

WHAT *ELSE*?

ARE YOU *READY*, MR. BARNES?

READY, MR. ROGERS.

THEN LET'S LEAD THE *FIRST ASSAULT WAVE!*

IF YOU'LL *ALLOW* ME, MRS. RICHARDS--!

NAMOR-- *REALLY!* IT ISN'T *NECESSARY* TO--

BUT, EVEN IN A WOMAN WHO'S AS *LIBERATED* AS SHE *WANTS* TO BE, SOMETHING THERE STILL IS WHICH MELTS AT THE *RHETT BUTLER* APPROACH...

...AND SO, SHE SAYS *NO MORE.*

COME ON, RICHARDS! THIS IS NO TIME TO PLAY *JEALOUS HUSBAND!*

BUT, AFTER ALL THE *TROUBLE* NAMOR GAVE ME OVER SUE BACK IN THE *'60'S*--

--AND NOW, TO SEE HIM *CARRYING* HER LIKE THAT--!

HEY! TENSE UP A BIT, HUH REED?

WHEN YOU GET ALL *RUBBERY* LIKE THAT, I KNOW YOU AIN'T *CONCENTRATIN'!*

SORRY, OLD FRIEND.

AS FOR A *TRIO* OF *EFFERVESCENT TORCHES*--

--*THEY* MAKE IT TO THE TOP IN THEIR *OWN* UNIQUE MANNER!

OKAY, SO MUCH FOR *HURDLE #1!*

NOW WE SPLIT INTO *THREESOMES* AS WE DISCUSSED, RIGHT?

CHECK! AND *GOOD LUCK*, ALL!

WE'RE LUCKY THE FREE FRENCH HAD SOME OLD *DOCUMENTS* WHICH SHOWED THE *LAYOUT* OF THIS CASTLE.

HURRY, SUE-- NAMOR-- WE'LL MEET THE OTHERS BACK AT THE *SHIP*, WHEN ALL THIS IS *OVER*--

--I *HOPE!*

AMAZING! AFTER YEARS OF TIME-HOPPING, IT'S STILL AS MUCH A *MYSTERY* TO ME AS EVER!

IF WE MET THE *INVADERS* 'WAY BACK HERE IN *'42*-- THEN HOW COME WE DIDN'T *RECALL* IT--

--WHEN WE FIRST BATTLED *NAMOR*, DECADES LATER? *

*F.F. *4. --R.

REED HAS SO MUCH ON HIS *MIND*-- FOR, IT'S ULTIMATELY ON *HIS* SHOULDERS THAT THE SUCCESS OF THIS MISSION RESTS.

MUSTN'T *DISTRACT* HIM, BY LETTING NAMOR SWEEP ME OFF MY *FEET*--

--PHYSICALLY OR *OTHERWISE.*

THIS SUE RICHARDS IS BEAUTIFUL-- AND *BRAVE!* A PITY I DID NOT MEET HER UNDER *OTHER* CIRCUMSTANCES.

SHE WOULD HAVE MADE-- THE *PERFECT MATE!*

*MOMENTS LATER, ALL SUCH MUSINGS **END**, AS...*

ACH DU LIEBER! ACHTUNG!

VAS IST--?

PARDON ME, GENTLEMEN, BUT WE SEEM TO BE *LOST.* COULD YOU POINT US OUT THE WAY TO *BERLIN?*

DONNERWETTER! <THAT MAD DOG IS SPEAKING *ENGLISH-- HERE!?*>

<*WHATEVER* LANGUAGE THEY SPEAK-- THEY ARE NOT IN *UNIFORM*, SO THEY MUST BE *ALLIED SPIES!*>

<WE MUST---> AHRRRR--!

SORRY TO BE SO UNSPORTS-MANLIKE, BOYS--

-- BUT THEN, YOU NAZIS PULLED THE SAME STUNT ON HOLLAND AND BELGIUM!

THERE IS SCANT NEED FOR A LESSON IN SUCH RECENT HISTORY, SUE RICHARDS.

YOUR ATTACK SUCCEEDED-- BY PREVENTING THESE TWO FROM SO MUCH AS FIRING.

BRAM

NAMOR AND I CAN DO THE REST.

STRANGE! WE MUST BE DEEP WITHIN THE CASTLE BY NOW, YET--

SHHH, HONEY! AS BEN MIGHT SAY, IT LOOKS LIKE WE'VE JUST ROUNDED "GO"--

--AND IT'S TIME TO COLLECT OUR $200!

BY THE SEVEN SEA-DEVILS!

<LOOK! UP THERE! WHO--?>

<DO NOT WASTE TIME WITH QUESTIONS, SIEGFRIED! SIMPLY-->

<FIRE! F--> HIMMEL!

BRAKKA

BRAKKA BRAK

WHAT'S THE MATTER, LADS?

DIDN'T YOU EVER SEE A SCIENTIST MADE OUT OF RUBBER BEFORE?

HMMM... SO FAR THIS HAS BEEN EASY... ALMOST TOO EASY.

DID WE HEAR A CUE LINE THERE?

WE MUST HAVE-- FOR, THE VERY NEXT SECOND--

GET THE ALLIED SCHWEINEN!!

BDOOM

BDOOM

NAMOR! YOU TAKE ONE BUNCH, AND I'LL--

FRAP

NO! THIS IS MY KIND OF FIGHT NOW--

--THE KIND THAT MIGHT BEGAN, WITH BURNINGS AND BETRAYAL AND BLITZKRIEG--

HRAM

--AND, ULTIMATELY--THE KIND THAT MIGHT MUST END, AS WELL!

MORE'S THE PITY, NAMOR...

MORE'S THE PITY!

BUT-- WHAT SORT OF *EQUIPMENT* IS THIS, ANYWAY?

I'M SURE YOUR *HUSBAND* MUST RECOGNIZE ITS PURPOSE, MRS. RICHARDS.

WEAPONS ARE MADE HERE, SUCH AS WERE MOUNTED ON THAT *ARMORED VEHICLE* WHICH ATTACKED US--

--WEAPONS WHICH FIRE DEADLY *RAYS*, INSTEAD OF *BULLETS*--

RAKK!

--WEAPONS WHICH MUST BE--

--*DESTROYED*!!

SLAK!

<*STOP* THAT HALF-NAKED *MADMAN*--OR WE'LL ANSWER TO *BARON ZEMO*!>

I *UNDER-STAND* YOUR TONGUE, FOOL--

BUT, YOU NEED HAVE *NO FEAR*--

BOK!

AAAA

FOR, YOU WILL ANSWER TO *NO ONE*-- EVER *AGAIN*!!

GOOD LORD!

REED! NAMOR MUST HAVE *SENSED* WE WERE NEXT TO AN *UNDERGROUND RIVER*!

BUT, THE WHOLE PLACE IS *FILLING UP* SO FAST! HOW WILL WE--?

SUDDENLY, SUE'S ANXIOUS QUERY IS **ANSWERED**...

...AS SHE AND REED ARE DRAWN SWIFTLY PAST RUINED **PROTO-TYPES** OF BARON ZEMO'S FABLED **DEATH-RAY**...

...AND INTO THE **OPEN AIR!**

WE-- **MADE** IT! BUT, THERE WAS NO **VIBRANIUM** THERE!

IF THIS IS THE **RIGHT PLACE**--

--THE **OTHERS** WILL HAVE TO FIND IT!

MEANWHILE...

IT'S JUST **SINKING IN** ON ME-- THAT CAP'S BOY-PAL **BUCKY** WILL BE **DEAD** BEFORE THE WAR ENDS!

I NEVER **REALIZED** BEFORE-- WHAT A **TERRIBLE** THING IT CAN BE TO KNOW THE **FUTURE**-- EVEN **PART** OF IT!

WHY SO **GLUM**, CHUM?

NO REASON.

OKAY, LADS-- **ALL SET?**

WE SEEM TO BE COMING TO ONE OF THE **NERVE CENTERS** OF THE CASTLE.

NO WAY TO SNEAK **AROUND** THOSE RATZIS, SO...

--SO LET'S PLOW **RIGHT THRU 'EM!**

SON, YOU TOOK THE WORDS RIGHT OUT OF MY **MOUTH!**

IT'S GREAT TO KNOW THAT THE **YOUTH** OF THE GENER-ATION TO COME IS WELL WORTH **FIGHTING** FOR!

ACH!

YOU SENIOR CITIZEN TYPES ARE ALL RIGHT TOO, CAP!

BUCKY-- LOOK OUT--!!

UH OH! DIDN'T SEE THOSE MACHINE-GUNNERS WHEN WE WADED IN!

VERDAMMTE AMERIKANEN!

POKKA POKKA POKKA

YOU KNOW, MY GERMAN MAY BE A TRITE RUSTY, LITTLE BUDDIES--

KCHING

PTING

--BUT I THINK WE'VE JUST BEEN INSULTED!

THERE! I THINK THAT FINISHES THE LOT OF 'EM!

HEADS DOWN, CAP! LOOKS LIKE YOU SPOKE TOO SOON!

THUKKA THUK

HE'LL BE HARD TO GET AT-- BEHIND THAT SOLID STEEL DOOR!

BITE YOUR TONGUE, SHIELD-WIELDER!

BY NOW, HAVING WORKED WITH TWO OTHER FLAMIN' FURIES--

--YOU OUGHTTA KNOW WHAT US HUMAN TORCH, INC., TYPES CAN DO TO MERE METAL!

<MY GUN--!>

DON'T WORRY ABOUT YOUR *GUN*, FRITZ...

...WHEN IT'S YOUR *CHIN* YOU SHOULD'VE BEEN GUARDING!

OWWW--!

SAY NOW! LOOKS LIKE I'VE LANDED IN SOME KIND OF *LAB COMPLEX.*

AND-- THAT *MASKED FIGURE*-- LURKING BEHIND THAT HUGE *VAT OF CHEMICALS*--

BARON ZEMO, I PRESUME?

CAPTAIN AMERICA-- *HERE!?*

YOU KNOW *NOTHING* OF ME-- OR ELSE YOU WOULD NEVER HAVE *DARED* ATTACK ME IN MY OWN *STRONGHOLD!*

KRAK

I KNOW *THIS* MUCH, BARON--

YOU'RE THE MOST *HATED* MAN IN ALL OF *EUROPE*--

--SO DESPISED BY EVEN YOUR *OWN* PEOPLE THAT YOU HIDE BEHIND THAT *MASK!*

THE BOYS AT *G-2* TOLD ME A LITTLE ABOUT WHAT MUST BE IN THAT *VAT* BEHIND YOU--

--BUT YOU'LL *NEVER* MAKE A WEAPON OF IT FOR *HITLER!*

NO! DON'T THROW THAT *SHIELD*--

NNOOOO!

RRAK

YOU *BURST* IT! ALL OF MY *ADHESIVE X*-- POURING *OUT* ON ME--!

ADHESIVE X! A POWERFUL *PASTE* SO STRONG THAT NOTHING CAN TEAR IT APART! BUT NOW, IT HAS CASCADED OVER THE *FACE-MASK* OF BARON ZEMO--*

--AND NO *FRANTIC CLAWINGS* CAN EVER *REMOVE* THAT SCARLET HOOD!

*AS FIRST SHOWN IN *AVENGERS* #6, WAY BACK WHEN. --ROY.

GOOD LORD! HERE, ZEMO-- GIVE YOURSELF *UP* AND I'LL TRY TO HELP YOU *PRY IT LOOSE!*

NOTHING CAN EVER DO *THAT*, SCHWEIN!

I'LL GO TO MY *GRAVE*-- WEARING THIS HATED MASK AS MY *SHROUD*--

--BUT **YOU** WON'T LIVE TO ATTEND MY **FUNERAL!**

SPLANG!

UHHHNN--!

CAP! YOU LOUSY RAT-- YOU HIT **CAP!!**

YOU LOOK **AFTER** C.A., BUCKO--

--WHILE **I** WARM UP WITH **THIS** CREEP!

A THOUSAND CURSES! TWO **MORE** OF THE COSTUMED AMERIKANEN!

I MUST NOT **RISK** MYSELF-- MUST **ESCAPE!**

IN **OTHER** WORDS, PASTY-FACE-- YOU'RE TURNING **CHICKEN!**

WELL, I'LL JUST-- **UH** OH!

GOTTA **SLOW DOWN** FLYING THRU HERE--

SOME OF THESE GIZMOS MIGHT BE **BOOBY-TRAPPED**, OR REACT TO **INTENSE HEAT.**

ONLY THING IS-- THAT GAVE THAT **MASKED** BOZO TIME TO CLIMB DOWN **HERE--**

--AND THERE'S **NO WAY** I CAN TELL WHICH OF THESE PASSAGES HE **TOOK!**

SORRY, GUYS. GUESS I **BLEW** IT.

HOW'S **CAP**?

I'M-- **OKAY.**

BUT, I'LL NEVER **REST**-- TILL I'VE BROUGHT BARON ZEMO TO **JUSTICE!**

*NOR CAN EVEN **CAPTAIN AMERICA** KNOW HOW TRULY HE SPEAKS! BUT MEANWHILE, IN STILL A **THIRD** PART OF THE SPRAWLING, HONEYCOMBED **CASTLE CHERBELLE...***

C'MON, MATCHHEAD AN' SON-- I GOT A HUNCH WHAT WE'RE **LOOKIN'** FOR IS **DEAD AHEAD!**

PLEASE KEEP YOUR NICKNAMES TO **YOUR-SELF**, THING-- NOR, I'M SORRY TO SAY, IS TORO REALLY MY **SON.**

YEAH? SO HOW COME HE'S ALWAYS CALLIN' YOU **PAPPY?**

YOU DON'T MIND IF I TRY TO **PRETEND** HE'S THE FATHER I DON'T REMEMBER, DO YOU?

YOU'RE HUMAN ENOUGH TO UNDERSTAND *THAT*, AREN'T YOU?

SORRY, KID--SERVES ME RIGHT FOR NOT MINDIN' MY OWN *BEESWAX*, AS YOU MIGHT SAY.

HEY NOW! YOU GUYS ARE REALLY DOIN' A NUMBER ON THAT *WALL!*

YA DIDN'T EVEN GIVE ME A CHANCE TO *SMASH* IT DOWN AN' SHOW YOU WHAT A BIG STRONG *HE-MAN* I AM.

THOUGH, TA BE PERFECTLY *HONEST* WITH YA--

--IT KIND'A LOOKS LIKE I STILL MIGHT GET MY *CHANCE!*

RIGHT, TORO-- AND, WHAT'S MORE-- THEY LOOK AS IF THEY'RE *ALL SET TO FIRE!*

LIEBER GOTT! WHAT ARE *THOSE THREE* DOING HERE??

TORCH! THE *ROCKETS* WE WERE LOOKING FOR-- WE'VE *FOUND* 'EM!

HERR COLONEL-- DO YOU *SEE*? IT IS SOME SORT OF *GUERRILLA RAID!*

THEN YOU MUST *FIRE* THE ROCKETS-- BEFORE THEY CAN BE *DAMAGED!*

BUT SURELY-- OUR *ARMED TROOPS* WILL STOP THEM!

OH?

I'M GONNA *SAY* IT, S'HELP ME--

BEFORE ANYTHING CAN GO *WRONG*, I'M GONNA *SPIT IT OUT*--

IT'S CLOBBERIN' TIME!

FRAM

AM!

GOT TO *ADMIT* IT-- THAT WAS PRETTY *IMPRESSIVE.*

TORO! HURL ALL THE *FIREBALLS* YOU CAN!

WE CAN'T LET A *SINGLE ONE* OF THOSE ROCKETS *REMAIN!*

CHECK, PAPPY...

SSSSS

...YOU'RE NOT THE *ONLY* ONE WHO NOTICED THAT THEY'RE POINTED STRAIGHT TOWARD *LONDON!*

IN THE NAME OF *DER FÜHRER!* ONLY *ONE* OF THE ROCKET BOMBS REMAINS *OPERATIVE!*

IT WAS TO BE THE *FIRST--*

--THE FIRST OF A *RAIN OF TERROR* WHICH WOULD BRING ENGLAND TO ITS *KNEES--*

--AND, THANKS TO THE STRANGE *METAL* WHICH WAS INCORPORATED INTO ITS DESIGN --

--IT WILL *STILL* REACH ITS HATED *TARGET!!*

SHOOM

HEY! COME *BACK* HERE!

I WUZ ALL SET TA TURN YOU INTO *SCRAP!*

TORO-- *LOOK!*

THE *REMAINING* ROCKET IS *TAKING OFF--*

--AND THE *THING* IS GOING *WITH* IT!!

LORD! THAT GO-BUGGY'S REALLY TRAVELING!

EVEN WE CAN'T CATCH UP WITH IT.

THEN-- IT LOOKS AS IF THE THING AND A SIZABLE PORTION OF LONDON ARE GONNA BE BLOWN TO KINGDOM COME-- AT THE SAME TIME!

OR, TO PUT IT ANOTHER WAY...

WOTTA REVOLTIN' DEVELOPMENT THIS IS!

CAN'T CALL IT QUITS, THOUGH-- TOO MANY LIVES RIDIN' ON THIS!

LESSEE NOW-- I'VE PILOTED CRATES EVEN MORE COMPLICATED THAN THIS, SINCE '42--

AN' LUCKILY, VIBRANIUM DON'T MAKE THESE THINGS ANY STURDIER--JUST MORE ACCURATE--

SO, IF I SWITCH AROUND A COUPLE'A WIRES HERE AN' THERE--

--AN' IF I REMEMBER RIGHT SOME STUFF REED SHOWED ME ONCE ABOUT NAZI V2'S--

--THEN I OUGHTTA BE ABLE TO-- WAHOO!

BENJY-BOY, YA DID IT! WE'RE HEADIN' STRAIGHT BACK TOWARD WHERE WE CAME FROM.

ONLY THING IS-- WE'RE STILL BOTH GONNA WIND UP IN THAT BIG TARGET ZERO IN THE SKY--

BUT, WHAT THE HEY-- NOBODY LIVES FOREVER, RIGHT?

HOPE THE OTHERS GOT OUT IN TIME, 'CAUSE ME AN BABY HERE'S ABOUT TA GO--

BA-ROOOO

FOR WHAT SEEMS AN ETERNITY, THE **REVERBERATIONS** OF THE MIGHTY, MIND-STAGGERING BLAST SHAKE THE **HILLSIDES** OF OCCUPIED FRANCE--

AND, WHEN THEY HAVE DIED AWAY, MEN WILL TALK FOR **DECADES TO COME** OF HOW CASTLE CHERBELLE **DISAPPEARED** ONE BEDEVILED NIGHT WITHOUT A **TRACE**--

BUT, AS FOR AN ERSTWHILE HERO NAMED **BENJAMIN J. GRIMM**...

HUH? WHERE IN THE NAME'A AUNT PETUNIA **AM** I?

I THOUGHT MEBBE I **DIED**, AN' WENT TA **HEAVEN**--

--BUT THEN HOW COME I'M LOOKIN' AT **YOUR** UGLY KISSER, STRETCHO?

YOU OUGHT TO TRY THE VIEW FROM UP **HERE**, OLD FRIEND.

WE'RE ALL BACK IN **1976**, BECAUSE--

DON'T **TELL** ME! I'M GETTIN' SO'S I CAN **READ YER MIND:**

YOU PROB'LY HAD SOME KIND'A **DOO-HICKEY** ALONG THAT'D BRING THIS HERE **CHRONO-SQUARE** TA PICK US UP AT A **MOMENT'S NOTICE**...

ONLY **NATCHERLY**, YOU COULDN'T BOTHER TELLIN' **US** ABOUT IT IN ADVANCE!

I CAN'T THINK OF **EVERYTHING**, MR. G.! I-- WHAT'S **UP**, SUE?

I THOUGHT YOU'D ALL WANT TO **SEE** THIS...

LOOK! IT'S THE INVADERS-- ON A HILL NEAR CASTLE CHERBELLE!

YES. THEY BARELY HAD TIME TO REACH IT, WHILE BEN WAS TURNING THAT NAZI ROCKET-BOMB AROUND.

GLAD THEY'RE OKAY-- BUT I KEEP WONDERIN', HOW COME SUBBY AN' THE REST DIDN'T REMEMBER US FROM '42, WHEN WE MET A FEW YEARS BACK?

YOU FORGET, BEN-- THIS WAS A DIFFERENT TIME CONTINUUM-- ONE WHICH ONLY CAME INTO EXISTENCE BECAUSE OF THAT VIBRANIUM SAMPLE WHICH GOT SENT BACK INTO TIME.

IT'S A CONTINUUM WHICH, THANK HEAVEN, WILL NOW BE FOREVER SEPARATE FROM OUR OWN, AND...

NEVER MIND. SERVES ME RIGHT FOR TRYIN' TO UNDERSTAND SOMETHIN' FOR A CHANGE.

JUST THE SAME, I-- HEY, LOOK! THEY'RE WAVIN' AT US!

THEIR WORLD'S SAFE FROM BUZZ-BOMBS AN' SUCH FOR A COUPLE'A YEARS-- AT LEAST, IF THE NAZIS DIDN'T MAKE OFF WITH ANY VIBRANIUM.

THEY DIDN'T, BEN. I FOUND THIS, JUST SECONDS BEFORE THE BLAST.

GREAT! BUT, HOW COME YOU'VE ONLY GOT HALF OF IT?

THAT IS A MYSTERY...

BUT, IT'S ALL THERE WAS.

PROBABLY THE NAZIS SLICED OFF THE OTHER HALF-- ANALYZED IT-- AND USED THE RESULTS TO MANUFACTURE A SORT OF ARTIFICIAL VIBRANIUM ALL THEIR OWN, WHICH THEY USED IN THOSE ROCKETS.

ALL OF IT-- AND THEIR NOTES-- DOUBTLESS WENT UP WHEN THE CASTLE BLEW.

AT ANY RATE, IT SEEMS THE MENACE IS OVER.

THANK THE LORD!

COMING, BEN?

IN A MINUTE.

THINK I'LL PEEL OFF THIS SECOND SKIN FIRST.

DON'T TAKE TOO LONG!

WE'VE GOT SOME CELEBRATING TO DO!

EPILOGUE:

DUNNO WHAT'S **WRONG**-- BUT I JUST CAN'T GET MY MIND **OFF** THAT CAPER.

A COUPLE'A THINGS JUST **DON'T ADD UP**, SOMEHOW, AN' --

HUH? WHO'S **THAT**--?

YOU AGAIN!

THE EVER-LURKIN', BLEARY-EYED **WATCHER!**

WHAT'RE **YOU** DOIN' HERE? WE **CLEARED UP** THE LITTLE CRISIS YOU WUZ SO INTERESTED IN, WITHOUT SO MUCH AS A **PEEP** FROM YOU, DIDN'T WE?

WELL, **DIDN'T WE??**

NO COMMENT, HUH? WHAT IN BLAZES ARE YOU LOOKIN' SO ALL-FIRED **GRIM** ABOUT?

YOU LOOK LIKE YOU JUST LOST YER **LAST NEBULA!**

I **KNOW** YOU, BLAST IT! YOU WOULDN'T BE **WASTIN' TIME** HANGIN' AROUND **OUR** THIRD-RATE LITTLE PLANET--

--UNLESS THERE WUZ STILL SOMETHIN' TO BE **DONE**--

IZZAT IT??

AND, FOR THE FIRST TIME ALL NIGHT, THE WATCHER ALMOST IMPERCEPTIBLY...

...SMILES.

I WAS **RIGHT!** THERE **IS** SOMETHIN' ROTTEN IN DENMARK-- NOT TO MENTION **WORLD WAR TWO!**

WELL, WE DIDN'T GO **THIS** FAR-- AND NEARLY GET BLOWN TO HELL ON A **SHINGLE**-- JUST TO QUIT WHEN THE JOB'S **HALF-FINISHED!**

I'M GONNA **FIND OUT** WHAT WENT WRONG-- AND WHAT'S STILL **GOTTA BE DONE**--

--IF I HAVE TO **GO BACK TO 1942**-- ALL BY MY **LONESOME!!**

AND THAT'S JUST WHAT THE RAMPAGING, FIGHTING-MAD THING **DOES**, *IN OUR FABULOUS 50¢* **MARVEL TWO-IN-ONE ANNUAL**, *ON SALE* **JUNE 22ND** *CO-STARRING NONE OTHER THAN--*

THE LIBERTY LEGION!

MEANWHILE, HAVE A **MARVEL**-*OUS TIME--* **WHENEVER** *YOU ARE!*

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THEIR NAME IS LEGION!™

INSTANT UPDATE DEPT.
(WHAT'S-THREE-MONTHS-BETWEEN-FRIENDS? DIVISION):

IN THIS YEAR'S **FANTASTIC FOUR ANNUAL**, OUR FABULOUS FOURSOME RETURNED TO THAT WONDERFUL YEAR **1942** AND TEAMED UP WITH THE AXIS-SMASHING **INVADERS**-- IN PURSUIT OF A CYLINDER OF **VIBRANIUM** WHICH, THEY FEARED, MIGHT HAVE CHANGED THE COURSE OF **WORLD WAR TWO**. THEY ACCOMPLISHED THEIR MISSION-- OR SO THEY **THOUGHT**.

BUT **NOW**, ONLY SCANT MINUTES AFTER THE **F.F.** HAVE COME BACK TO **1976**, BEN GRIMM HAS STAYED BEHIND IN THE CHAMBER WHICH HOUSES DR. DOOM'S **TIME MACHINE**-- TO FIND HIMSELF SUDDENLY FACE TO FACE ONCE MORE WITH THE EVER-WONDROUS, DARKLY SILENT **WATCHER**--!

BLAST YOU, WATCHER-- WHY IN BLAZES DON'T YOU **SAY** SOMETHIN', INSTEAD'A JUST **STANDIN'** THERE?

BY YANKIN' THIS HALF-A-CAN OF **VIBRANIUM** AWAY FROM THE **NAZIS**, WE ALREADY **SAVED** OUR PRECIOUS LITTLE PLANET, DIDN'T WE?

WELL? DIDN'T WE??

JV333

ANOTHER HANDS-ACOSS-THE-DECADES EPIC, BROUGHT TO YOU BY:

ROY THOMAS — WRITER/EDITOR | SAL BUSCEMA — ARTIST

GRAINGER, TARTAG, & ROUSSOS — inkers

PHIL RACHELSON — colorist | JOHN COSTANZA — letterer

LIKE I SAID BEFORE: I KNOW YOU.

YOU WOULDN'T BE HANGIN' AROUND THIS THIRD-RATE HUNK OF SKY IF THERE WUZN'T SOMETHIN' STILL ROTTEN IN THE STATE OF DENMARK...

...OR MAYBE BACK IN WORLD WAR TWO!

SO TALK UP, ALREADY!

NUTHIN'!

YER REALLY DETERMINED TA KEEP YER VOW, AINTCHA--THE ONE YOU TOOK NOT TA INTERFERE IN THE AFFAIRS OF THE PLANETS YOU KEEP AN EYE ON.

WELL, I'LL MAKE IT EASY ON YA, WATCH.

I'LL JUST SET THIS HERE VIBRANIUM DOWN...

AN' I DON'T THINK YER FELLOW WATCHERS ARE GONNA HOLD IT AGAINST YA FOR SPILLIN' THE BEANS--

--WHEN I BEAT IT OUTTA YOU!

IN OTHER WORDS--

IT'S CLOBBERIN' TIME!

SPLUNG!

A FORCE-FIELD! ALWAYS A FORCE-FIELD!

EVERYBODY I RUN INTO THESE DAYS HAS GOT A COCKA-MAMEY FORCE-FIELD... EVERYBODY BUT ME!

THERE OUGHT-TA BE A LAW!

WHUMP

AT THAT INSTANT, ELSEWHERE IN THE BAXTER BUILDING...

REED! WHAT WAS THAT CRASH--?

IT CAME FROM THE ROOM WHERE WE LEFT BEN! HURRY!

FLAME ON!

HE'S IN THERE, ALL RIGHT--BUT HE LOOKS KINDA SHOOK!

BEN! WHAT THE DEVIL--?

SORRY, PLAYMATES, BUT THIS IS STRICTLY BETWEEN OL' CHROME-DOME AN' ME...

SLAMM!

...AN' NOBODY ELSE!

BLAST BEN'S TEMPER--AND BLAST ME FOR MAKING THIS DOOR AIRTIGHT AND FLAMEPROOF!

REED--I SAW THE WATCHER BACK THERE IN THE SHADOWS. WHY WOULD HE HAVE COME BACK?

I'VE AN IDEA--BUT IT'S ALMOST TOO HORRIBLE TO CONTEMPLATE.

CAN'T WE GET THRU THAT DOOR SOMEHOW?

WE CAN--BUT IT'LL TAKE HOURS--

AND BY THEN, IT MAY BE--TOO LATE!

FORTUNATELY, YE MINIONS OF MARVELDOM NEED NOT WAIT QUITE SO LONG...

AWRIGHT, NOW--LET'S START FROM THE TOP, OKAY?

IF YOU WON'T SAY ANYTHING--AND I CAN'T MAKE YA TALK--

--THEN MEBBE I CAN PIECE IT TOGETHER FOR MYSELF

AN' THE ONLY WAY I KNOW TA DO THAT IS TO GO OVER EVERYTHING THAT'S HAPPENED IN THE PAST FEW HOURS--AN' SEE IF I CAN FIND A CLUE.

LESSEE NOW...

"I GUESS IT ALL STARTED WHEN I STOMPED IN HERE, ALL SET TO HEAD BACK TO THE DAYS OF THE *GOLD RUSH OF '49...1849,* THAT IS... *

YOU SUIT *YERSELF*, REED-- BUT *CALIFORNY, HERE I--*

-- COME.

*AS SEEN IN F.F. ANNUAL #11. --ROY.

"THERE WUZ A WHOLE HERD 'A *NAZI SOLDIERS* IN HERE--LOOKIN' JUST ABOUT AS CONFUSED AN' SURPRISED AS *US!*

"ONLY THING IS, THEY STARTED *SHOOTIN'*, AN' THAT'S WHERE THEY MADE THEIR *BIG MISTAKE.*

FIRE! FIRE!!

"'COURSE, THE *F.F.* AIN'T EXACTLY A GANG OF *SLOUCHES*, THEMSELVES...

"...SO IT DIDN'T TAKE LONG TA *LAY 'EM OUT.*

"THEN, NATCHERLY, *BIG BRAIN* HADDA TRY AN' FIGURE OUT THE *WHY* AN' *WHEREFORE* OF EVERYTHING...

OBVIOUSLY, THESE GERMAN SOLDIERS CAME FORWARD IN TIME VIA THE *TIME MACHINE* HERE.

THEN WHY NOT LET 'EM *STEW* HERE FOR A WHILE?

TIME IS A *DELICATE* QUANTITY, JOHNNY--ONE WE KNOW *LITTLE ABOUT* AS YET, WE--

REED--THAT *SHADOW--!*

IT'S--*THE WATCHER!*

THEN, WE *KNOW* WE'RE ONTO SOME-THING OF *EARTH-SHATTERING* IMPORTANCE!

FOR, IN THE *PAST*, THE WATCHER HAS ONLY APPEARED IN MOMENTS OF *COSMIC CRISIS*-- SUCH AS THE COMING OF *GALACTUS!*

"YEAH, IT WAS *YOU* ALL RIGHT, WUZN'T IT, BALDY? BUT YOU WOULDN'T OPEN YER *YAP*-- JUST LIKE *NOW.*

"NO-- *WAITAMINNIT!* THERE WUZ SOMETHIN' *ELSE* HAPPENED, RIGHT *BEFORE* YOU POPPED UP OUTTA THE BLUE...

"GOTTA REMEM-BER THESE THINGS IN *ORDER*-- MIGHT MAKE A *DIFF'RENCE...*

"OH YEAH--NOW I REMEMBER! REED USED THE TIME MACHINE TO PLUG INTO A SCENE STRAIGHT OUTTA *WORLD WAR TWO...*

"ONLY THE YEAR WAS *1946*, AN' THE PLACE WAS *CLEVELAND!*

"WE ALL KNEW THE BIG ONE *ENDED* IN '45...

"BUT STRETCH SAID THIS WAS *ANOTHER* WORLD--ANOTHER *TIME CONTINUUM*, HE CALLED IT.

"IN *THIS* WORLD, THE *AXIS POWERS* WON THE WAR--AND WERE *MOPPIN'* UP THEIR CONQUEST OF THE WHOLE BLAMED *WORLD.*

"TUNIN' *BACKWARD*, REED SHOWED US *BUZZ-BOMBS* FALLIN' ON *LONDON*... ONLY IN *1942* INSTEAD OF '*44*.

FTOOM!

"HE FIGGERED THAT *LOST VIBRAN-IUM* HAD SOMETHIN' TA DO WITH IT ALL.

"IF THE *NAZIS* GOT HOLD OF IT, IT COULD'A HELPED THEM STEP UP THEIR *ROCKET PROGRAM*--AN' CHANGED THE OUTCOME OF THE *WAR!*

"YEAH, I KNOW I'M *SKIPPIN'* A FEW DETAILS--BUT THAT'S THE *GIST* OF IT.

"NEXT THING I KNEW, US FOUR WERE HEADIN' BACK TO '*42*...

"...WHERE WE LANDED SMACK-DAB IN THE MIDDLE OF A MEETIN' OF SOME *TOP ALLIED BRASS* AND THE *INVADERS*...

"...A TEAM MADE UP OF *CAPTAIN AMERICA*, THE *SUB-MARINER*, THE ORIGINAL *HUMAN TORCH*, AND THEIR TWO TAG-ALONG *TEENAGE BUDDIES.*

"DUNNO *WHY* WE WOUND UP THERE--UNLESS THERE'S SOME KIND 'A *MAGNETIC POWER* THAT ATTRACTS SUPERHEROES TO *OTHER* SUPER-HEROES, EVEN ACROSS *TIME*...

"BUT ANYWAY, THEY FILLED US IN ON SOME *NAZI ACTIVITY* JUST ACROSS THE ENGLISH CHANNEL, IN *OCCUPIED FRANCE*...

"SO, THE *NINE* OF US HOPPED INTO ONE'S NAMOR'S SHIPS AND STARTED OUR OWN *BLITZKRIEG* OF A PLACE CALLED *CASTLE CHERBELLE*.

"WE CAN THANK OUR LUCKY STARS WE GOT THERE IN TIME TO STOP A WHOLE RAFT OF *NAZI SUPER-WEAPONS* FROM COMIN' OFF THE ASSEMBLY LINE...

"*LESSEE*: REED, SUE, AN' OL' POINTY-EARS TOTALED A WHOLE ROOM FULL OF *DEATH-RAY GUNS*...

"...WHILE *MATCHHEAD* TEAMED UP WITH *CAP* AN' WHATSHISFACE-- OH YEAH, *BUCKY*--TO ATTACK THE CASTLE'S *SECOND* NERVE CENTER...!

"THE WAY JOHNNY TOLD IT, CAP ENDED UP IN A SHOOT-OUT WITH THE CREEP CALLED BARON ZEMO-- ONLY THE BAD-GUY MADE THE MISTAKE OF STANDIN' IN FRONT OF A VAT OF THE TOP-SECRET ADHESIVE X--

KRAK!

"--SO THAT, WHEN C.A. DID HIS SHIELD-SLINGIN' THING--

NNOOOO!

KAKKA

"--THE STUFF STUCK ZEMO'S MASK TO HIS FACE, SO IT NEVER CAME OFF TILL HE DIED A FEW YEARS BACK!

"I JUST WISH WE COULD'A WARNED CAP THAT ZEMO'D GET HIS REVENGE IN '45, BY CAUSIN' BUCKY'S DEATH.

"ANYHOW, MEANTIME, I'D TEAMED UP WITH THE ORIGINAL TORCH AND HIS BOY BUDDY, TA MAKE MINCE-MEAT OUTTA THE NAZIS' SPANKIN' NEW GUIDED MISSILES...

TORO! HURL ALL THE FIRE-BALLS YOU CAN!

WE CAN'T LET A SINGLE ONE OF THOSE ROCKETS REMAIN!

CHECK, PAPPY!

YOU'RE NOT THE ONLY ONE WHO NOTICED THAT THEY'RE POINTED STRAIGHT TOWARD LONDON!

"AND WE ZAPPED 'EM ALL, TOO-- AT LEAST, ALL BUT ONE THAT THE GOOSE-STEPPERS MANAGED TA LAUNCH.

"THEN, SINCE WE DIDN'T WANT EVEN ONE OF 'EM TA HIT ENGLAND, IF WE COULD HELP IT--

"--GUESS WHAT EVER-LOVIN' BLUE-EYED MOTHER'S SON WOUND UP GOIN' ALONG FOR THE RIDE!

WOTTA REVOLTIN' DEVELOP-MENT THIS IS!

"LUCKY FOR ME, I MANAGED TA TURN THE ROCKET AROUND, AN' HEAD 'ER STRAIGHT BACK TOWARD CASTLE CHERBELLE--

"--SO THAT DER FÜHRER'S WHOLE PLAN FOR WINNIN' THE WAR WENT OUT WITH A--

BA-ROOOM

"AS FOR ME, I FIGGERED THE NEXT SIGHT I'D SEE WOULD BE THE PEARLY GATES, BUT--

HOW COME I'M LOOKIN' AT YOUR UGLY KISSER, STRETCHO?

"REED FILLED ME IN FAST ON HOW HE'D SET THE TIME MACHINE TO BRING US BACK TO 1976 AT A MOMENT'S NOTICE...

"AND, SINCE THE WHOLE THING HAPPENED IN ANOTHER TIME-CON-WHATCHAMACALLIT, IT'S LIKE IT NEVER HAPPENED AT ALL, AS FAR AS OUR WORLD'S CONCERNED.

SO HOW COME YOU ONLY GOT HALF THE VIBRANIUM CYLINDER?

THAT IS A MYSTERY. BUT, IT'S ALL THERE WAS.

REED FIGURES THE NAZIS SLICED OFF THE OTHER HALF, TO ANALYZE IT, BUT THAT IT WENT UP IN THE BLAST.

SO HIM AN' THE OTHERS WENT OFF TO CELEBRATE, AN' I WUZ ABOUT TO JOIN 'EM--WHEN YOU POPPED UP.

OKAY, SO NOW I'VE COME FULL CIRCLE WITH MY LITTLE TRIP DOWN MEMORY LANE, AND I'M STILL IN THE DARK.

SO NOW WHAT?

STILL PLAYIN' SILENT SAM, HUH? WELL, MAYBE I'LL THINK BETTER WITH MY THING-HELMET ON.

I SURE AIN'T DOING MUCH WITHOUT IT.

I JUST CAN'T HELP FEELING THE ANSWER TO WHY YOU'RE HERE IS STARIN' ME IN THE FACE SOME-HOW, AS PLAIN AS THIS CYLINDER OF--

--OF--

THAT'S IT!

LIKE THEY SAY: IF IT WAS A *SNAKE*, IT WOULD'A *BIT* ME!

IT'S THE REST 'A THIS *VIBRANIUM*, AIN'T IT?

MAYBE IT *DIDN'T* GO UP IN THAT BLAST BACK IN '42, AFTER *ALL!*

I'M *RIGHT*, AIN'T I? *AIN'T I?*

AW, *C'MON*, WATCH--YOU CAN OPEN YER TRAP *NOW*, CAN'T YA? IT CAN'T--

NOW WHAT IN BLAZES ARE YOU LOOKIN' AT?

THE TIME MACHINE *VIEWSCREEN*, HUH?

WELL, MIGHT AS WELL TURN IT ON.

BUT, RIGHT NOW, IT'S SET FOR THE *PRESENT*, SO WE'RE NOT GONNA SEE MUCH MORE THAN AN EXTERIOR VIEW OF THE *FUN CITY* SKY-LINE.

KLIK

THERE, BALDY. *NOW* ARE YA--?

HOLY JUMPIN' CATFISH!

IT *CAN'T* BE!!

THE TWIN TOWERS OF THE *WORLD TRADE CENTER* DOWNTOWN--

THEY'RE DOIN' A *FADE-OUT*, RIGHT BEFORE MY *EYES!*

OKAY, WATCH--I DON'T NEED A *HOUSE* TA FALL ON ME.

THE TRADE CENTER'S ONE 'A THE *NEWEST* THINGS IN THE CITY-- SO IF *IT* GOES, THAT MEANS THE *REST 'A* NEW YORK WON'T BE FAR *BE-HIND!*

BUT *WHY?* JUST BECAUSE A CHUNK OF *VIBRANIUM* GOT LEFT IN A SIDE-STREAM VERSION OF *1942?*

AN' HOW AM I SUPPOSED TO FIND OUT WHAT *I* CAN DO ABOUT IT--BY PLAYING *TWENTY QUESTIONS* WITH YOU?

STILL, THE COLOSSAL ALIEN SAYS *NOTHING*, BUT SIMPLY SMILES A TIGHT, GRIM *SMILE*...

OR MAYBE HE NODS... JUST A LITTLE...

TWENTY QUESTIONS, HUH? WELL, I USED TO BE KIND'A GOOD AT THAT, BACK WHEN IT WUZ A BIG-TIME RADIO SHOW.

LEMME SEE NOW...

OKAY--SOMETHIN' HAPPENED TO THE VIBRANIUM CYLINDER--SO THAT ONLY HALF OF IT WUZ AT CASTLE CHEREBELLE WHEN WE WUZ THERE.

IZZAT IT?

YER NEARLY GRINNIN' AGAIN--SO I MUST BE ON THE RIGHT TRACK.

NOW THEN, WAS IT MAYBE BURIED SOMEPLACE, SEVERAL FEET DEEP, SO THE EXPLOSION DIDN'T GET IT?

IF THAT'S IT, THEN THE NAZIS COULD DIG IT UP LATER, AN'--

NO, I GUESS THAT AIN'T IT.

WELL, MAYBE IT AIN'T BACK IN 1942 AT ALL.

WE KNOW THE VIBRANIUM FELL BACK THRU TIME; MAYBE IT HIT SOMETHIN' ON ITS WAY BACK?

YEAH--BUT WHAT?

THIS THING IT HIT--WUZ IT BIGGER THAN A BREADBOX?

A LEDGE, MAYBE, WHERE NOW IT'S JUST LAYIN' THERE AN'--

NO GO, HUH?

SHEESH! I DUNNO WHAT'D CUT A CYLINDER IN TWO LIKE THAT, JUST LIKE A WEDGE, UNLESS--

HUH? YER--ALMOST SMILIN'!?

EUREKA! I GOT IT!

I ALWAYS WAS THE BEST TWENTY-QUESTION PLAYER BACK IN P.S. 85!

SOMETHIN' IN THAT TIME STREAM THAT REED'S ALWAYS TALKIN' ABOUT MUST'A SPLIT THE VIBRANIUM, SO THAT HALF OF IT WOUND UP IN OCCUPIED EUROPE--

?

TIME WEDGE

I NEVER HEARD OF A TIME-WEDGE --BUT THAT'S WHAT IT WAS, ALL RIGHT!

AND THE OTHER HALF WENT--WHERE??

WELL, I'LL TRACK IT *DOWN*, IF IT TAKES ME-- *HEY!*

WHAT'S THAT *GLOW* BEHIND ME?

THE *VIEWSCREEN* THAT STRETCH ADDED TO DOC DOOM'S TIME MACHINE-- IT'S *GOIN'; GOIN'; GONE!*

SURE-- WHY *NOT?*

HE BUILT IT IN THE PAST COUPLE'A *YEARS*, RIGHT?

ONLY THING IS, THE WHOLE BLAMED *TIME MACHINE* ITSELF PROBABLY AIN'T OLDER THAN A *DECADE* OR SO-- SO *IT'S* LIABLE TA DISAPPEAR IN A MINUTE, *TOO!*

AN' WHEN *IT* GOES--WE'RE UP THAT *WELL-KNOWN CREEK!*

WELL, *I* KNOW A LITTLE BIT ABOUT THIS TIME GIZMO *MYSELF--*

AN' I GOT ME A HUNCH THAT, IF I SHOVE WHAT'S LEFT OF THE *VIBRANIUM* INTO THE PROPER *SLOT* ON IT--

--I *MIGHT* JUST--

UH OH! *NOW* WHAT?

WAIT! I KNOW WHAT IT IS! IT'S THE EXTRA *STORIES* REED HAD BUILT ONTO THE *BAXTER BUILDING!*

THEY'RE *VANISHING*, JUST LIKE THE TRADE CENTER-- RIGHT FROM UNDER MY *FEET!*

I'M JUST HOPIN' I SET THE CONTROLS FOR 1942 IN *TIME--*

--*AND* THAT THAT'S WHERE THE MISSIN' VIBRANIUM WENT IN THE *FIRST--*

YEESH! IT MUST BE *WORKIN'*-- 'CAUSE ALREADY THE *TV TOWER'S* DISAPPEARED OFF THE TOP OF THE *EMPIRE STATE BUILDING!*

LESSEE-- THAT WAS ADDED AROUND *1950*, SO WE MUST BE GOIN'--

BAGUWAARRRD

ALAS FOR BEN GRIMM, HE FOR-GETS FOR A MOMENT ONE SALIENT FACT ABOUT THE BELOVED BAXTER BUILDING:

NAMELY, THE WHOLE **STRUCTURE** WAS NOT ERECTED UNTIL THE YEAR OF OUR LORD--

--1946.

HEY NOW!

WHUMMP!

THAT WUZ DEFINITELY A *ONE-POINT LANDING.*

AN'-- *HOLY COW!* I'M STILL IN *NEW YORK*, ALL RIGHT--

BUT-- *SOMEHOW*--

--I *DON'T* THINK IT'S *1976* ANY MORE!

FOR ANNOUNCES PLAN TO

JOIN THE AR

A KANSAS GIRL NAMED **DOROTHY** ONCE MADE A SIMILAR REMARK TO HER **PET TERRIER,** MR. G.

SHE WAS RIGHT, *TOO.*

NEWSSTAND

BUT, THE BLUE-CLAD **FORMS** WHICH GREET BEN GRIMM ARE NOT QUITE YOUR AVERAGE **MUNCH-KINS...!**

ALL RIGHT, YOU! I DON'T KNOW WHERE YOU **POPPED UP** FROM, BUT--

LORD, CHARLIE! LOOK AT THE **UGLY PUSS!**

RKO GARY COOPER as SGT. YORK

LISSEN, JACK--YOU AIN'T NO **ANGIE DICKINSON** YERSELF!

NO **WHO?** NEVER MIND!

JUST TAKE OFF THAT **MASK,** SO WE CAN SEE **WHO--**

SURE, **OKAY**-- IT AIN'T LIKE I'M THE **HULK** OR NUTHIN'.

HE'S THE ONE GOES AROUND BUSTIN' UP **FUN CITY** ALL 'A TIME.

"HULK"?

"FUN CITY"?

NUTS! WHAT'RE YOU **DOIN',** GRIMM?

ALL THEM REFERENCES TO **1976** STUFF JUST MAKES YOU LOOK LIKE A NAZI **SPY** FRESH OFF A **U-BOAT.**

WONDER IF IT'S TOO LATE TA THROW IN A MENTION OF **BETTY GRABLE,** OR-- **UH** OH! **NOW** WHAT?

ALACE
BOGART
L THROUGH
THE NIGHT

HE WASN'T DOING ANYTHING, OFFICERS--**HONEST!**

HE JUST FELL OFF THAT CRAZY **CYCLE.**

THANKS, KID, YER ALL RIGHT IN **MY** BOOK.

WHAT'S YER **MONICKER,** ANYWAY?

JOHNNY. **JOHNNY ROMITA.**

I DELIVER **PACKAGES** FOR SOME OF THE DOCTORS AROUND HERE.

YEAH? WELL I'M GONNA **REMEMBER** YOU, KID, WHEN I GET BACK TO WHERE I **CAME** FROM.

THAT'S GONNA **BE** A WHILE, MISTER!

RIGHT! YOU NEARLY CAUSED A **PILE-UP** A MINUTE AGO. BESIDES, WE CAN'T TAKE ANY **CHANCES** THESE DAYS.

HOW DO WE KNOW YOU DIDN'T PLAN TO SABOTAGE THESE **RECRUITING STATIONS?**

DON'T POINT YER **GUN** AT ME, OKAY?

I DON'T PLAN TO **HURT** NOBODY.

HOW DO **WE** KNOW THAT?

IF I CAN LIFT THIS **FLIVVER** LIKE THIS-- CAN YOU IMAGINE WHAT I COULD DO TO THEM **GUNS** OF YERS?

HERE'S HOW, PAL!

OR, FOR THAT MATTER--TO **YOU?**

HOLY JOE!

GANGWAY! I DUNNO WHO THAT GUY IS --BUT HE NOT ONLY LOOKS LIKE SOME KIND'A MONSTER--

HE'S EVEN AS STRONG AS ONE!

HE SURE IS, AIN'T HE? BUT--THAT STILL DOESN'T MEAN--

OKAY, WISE-GUY-- WE GAVE YOU YOUR CHANCE TO COME QUIETLY.

NOW, YOU DON'T LEAVE US ANY CHOICE!

WING 'IM, EDDIE! THAT WAY WE CAN--

NO GOOD! THE BULLETS ARE JUST BOUNCING OFF!

PTING

PKING

NOW CUT THAT OUT, BEFORE I GET MAD!

ONLY THING LEFT TO DO IS GRAB HIM!

YEAH! HE MUST BE ONE'A THEM NEW NAZI SUPER-WEAPONS THE PAPERS ARE FULL OF!

"NAZI SUPER-WEAPON"?!

I CLOBBERED THE SUB-MARINER FOR CALLIN' ME ONE'A UNCLE ADOLF'S BOYS--

--AN' I AIN'T GONNA TREAT YOU MUCH BETTER!

FORTUNATELY, EVEN IN THE THROES OF RIGHTEOUS INDIGNATION, BEN PULLS HIS BACKHANDED PUNCH...

AND, JUST THEN, EVEN AS NEW YORK'S FINEST SEEK TO DISENGAGE THEMSELVES FROM ADJACENT LAMP-POSTS...

AROOGA

HUH? IF MY MEMORY SERVES ME RIGHT-- THAT'S AN AIR-RAID SIREN!

MUST BE JUST A TEST.

THERE WEREN'T NO AIR-RAIDS ON THE U.S. --WUZ THERE?

WAITAMINNIT! WHAT'S THAT MESSAGE FLASHIN' IN LIGHTS ON THE TIMES BUILDIN'?*

CALLING LIBE

IT'S A CALL FOR SOMEBODY CALLED--"THE LIBERTY LEGION"!

OSON

THE NAME AIN'T FAMILIAR--BUT THEN, REED AN' ME WUZ IN UNIFORM IN '42, AND WE MIGHT'A MISSED A THING OR THREE!

*NOW CALLED THE ALLIED CHEMICAL TOWER. --ROY.

BUT-- WHAT IN *BLAZES?* IT'S A BUNCH 'A *PLANES*-- *SEVEN* OF 'EM-- *BENT FOR LEATHER*--

ARROOO

--*AN' SOMEHOW*-- *I DON'T THINK THEY'RE OURS!*

FRANKLY, MR. G, -- *WE RATHER SUSPECT YOU'RE RIGHT.*

HEY, *KID*-- WADDA YA SEE WITH THEM *GLASSES?*

THEY'RE *GERMANS*, ALL RIGHT-- BUT THEY'RE PAINTED IN FRONT LIKE THEM "*FLYIN' TIGERS*" OVER IN *CHINA!*

IT MUST BE THAT *NAZI RAIDER* I HEARD ABOUT ON THE *RADIO* THE OTHER NIGHT--

--THE RAT CALLED *SKY-SHARK!*

SKYSHARK!?

SHEESH! THAT TEARS IT! I *KNOW* WE'D HAVE HEARD ABOUT A SIEG-HEILER WITH A NAME LIKE *THAT.*

MUST BE ALL THIS "*TIME CONTINUUM*" BUSINESS. THIS *SKYSHARK* MUST BE TIED UP WITH THAT *LOST VIBRANIUM* SOMEHOW--BUT *HOW?* I--

LOOK! UP *THERE!*

HUH? *WHO--?*

WHERE *YOU* BEEN THE LAST FEW WEEKS, MISTER?

THAT'S *RED RAVEN*-- AND HE'S CARRYING *JACK FROST* AND THE *BLUE DIAMOND!*

THEY'RE THREE OF THE *LIBERTY LEGION*-- AND THEY'RE TAKIN' OFF TO GIVE SKYSHARK AND HIS PALS *WHAT FOR!*

NOW WHAT? THERE'S SOME KIND'A AUTOGYRO OR SOMETHIN', TAKIN' OFF FROM THE TOP OF THE TOWER-- SAME AS THEM OTHER THREE!

SURE! THAT'S ANOTHER MEMBER OF THE LEGION!

CAN'T SEE INTO THE COCKPIT FROM HERE--

--BUT HIS NAME'S THE THIN MAN!

GO GET 'EM, GUYS! MAN, IF I JUST HAD ME A PLANE RIGHT ABOUT NOW--!

LET ME THRU PLEASE!

I'VE GOT TO HELP!

WHA--?

EVEN THRU THIS HELMET, I KNOW A DAME'S VOICE WHEN I HEAR ONE.

LOOK, GIRLIE, I'M ALL FOR WIMMIN'S LIB AN' ALL, EVEN HERE, BUT I--

HEY! WHAT'RE YOU STARTIN' TA TAKE YER CLOTHES OFF FOR?

WHAT ELSE CAN I DO, YOU BIG SLOB?

HUMPHREY BOGART IN ALL THROUGH

YOU WON'T LET ME THRU, SO--!

HUH? I DON'T GET IT. I--

COVER YER EYES, KID! YER TOO YOUNG FOR THIS KIND'A STUFF!

DON'T WORRY, FRIEND--

--YOU CAN ALL LOOK NOW! AND LOOK CLOSELY!

SHE'S-- FLYIN'!

NO, DON'T TELL ME! SHE'S ONE'A THEM LEGION CHARACTERS, TOO!

ONE OF THE GREATEST!

HER NAME'S MISS AMERICA-- AND SHE'S THE REAL THING!

THAT'S PRECISELY WHAT TWO OF THE **NAZI PILOTS** FAR ABOVE ARE ABOUT TO **LEARN**, JAZZY JOHNNY, AS--

ATTAWAY, RATZIS! JUST KEEP FIRING AT **MY** ZIGZAGGING FORM--

--SO THAT YOU DON'T EVEN **NOTICE** EACH OTHER--

BRAKKA BRAKKA

RATTA RATTA RATTA

--TILL IT'S A WEE BIT **TOO LATE!**

TWO FOR ONE! LET THE **BOYS** TRY TO MATCH **THAT!**

SPOOM!

MISS AMERICA (A.K.A. MADELINE JOYCE) HAS INDEED SET A **HARD PACE** TO FOLLOW...

STILL, FASTENING IN TIGHT ON THE TAIL OF **ANOTHER** OF THE FANG-MARKED STUKAS...

...THE UNIQUE **BRUCE DICKSON, THIN MAN,** PROVES...

...THAT HE CAN DO ALL RIGHT ON HIS **OWN!**

BT OM!

POKKA POKKA

AS FOR A CERTAIN HIGH-FLYING **TRIO** OF COSTUMED TITANS:

ALL RIGHT, GUYS. ANOTHER FEW SECONDS, AND WE'LL BE IN POSITION.

BUT, FRANKLY, A **LOT** CAN HAPPEN IN A FEW SECONDS--

SO, WHY WASTE THEM FOLLOWING THE RAVEN'S TRAJECTORY, AT THE EXPENSE OF THE TITULAR **STAR** OF OUR LITTLE DRAMA...?

I CAN'T **STAND** IT! ALL THAT **ACTION** GOIN' ON UP THERE--

--AN' THE EVER-LOVIN' BLUE-EYED **THING** CAN'T GET **IN** ON IT!

OR-- **CAN** I??

UP **THERE**-- ON TOP'A THE **TIMES BUILDING**--!

YEESH! WHY DON'T ANYTHING EVER COME **EASY** TA ME?

OL' GREENSKIN COULD'A **JUMPED** UP THERE--AN **THOR** WOULD'A LET THAT NUTTY **CROQUET MALLET** OF HIS DO ALL THE WORK--

BUT **ME**-- THE IDOL O' **MILLIONS**?

I GOTTA MAKE LIKE A BLAMED **HUMAN FLY**-- MAKIN' MY OWN **HAND-HOLDS**, YET.

OH WELL-- NOBODY EVER **TOLD** ME THIS SUPERHERO SHTICK WUZ GONNA BE ALL **BEER AN' SKITTLES**.

NOW TA--

HOLD IT, YOU!

WHAT ARE YOU **DOING** THERE?

WHAT'S IT **TO** YA, SONNY?

I'M THE **PATRIOT**-- A MEMBER OF THE **LIBERTY LEGION!**

YOU AN' EVERYBODY **ELSE** IN SIGHT!

I WUZ TESTIN' THIS **FLAGPOLE**, IF YA GOTTA KNOW-- TA SEE IF IT WUZ **STRONG** ENUFF TA HURL ME UP AT ONE'A THEM **STUKAS**.

IT **AIN'T**.

PATRIOT! WHAT'S GOING ON? I WAS--

GOOD LORD! WHAT A **MONSTER!** STAND ASIDE, WHILE I--

NO, WHIZZER! APPARENTLY, HE'S ON **OUR SIDE**.

BELIEVE IT, CUPCAKE. THE NAME'S THE **THING**, BY THE WAY.

THE THING **WHAT?**

JUST--THE **THING**.

I DON'T **GET** IT, THOUGH. THEM **STUKAS** DON'T HAVE THE **RANGE** TA FLY ALL THE WAY FROM **EUROPE** TO THE **STATES**.

YOU HEARD **RIGHT**. BESIDES, EVEN IF THEY **HAD** ONE, IT COULDN'T GET THIS CLOSE TO OUR STORES WITHOUT BEING **SPOTTED**.

AND, LAST **I** HEARD, THE NAZIS WEREN'T EXACTLY UP TO THEIR SWASTIKAS IN **AIR-CRAFT CARRIERS**.

STILL, THEY MUST COME FROM **SOME-WHERE**. THEY--

HEY! LOOKIT YER **BUDDIES** UP THERE--!

WE'RE OVER TARGET.

SO LONG, LADS--AND HAPPY LANDINGS!

--'CAUSE JACK FROST AND I DON'T HAVE A BUNCH OF PASTED-ON METAL FEATHERS LIKE YOU!

THANKS FOR THE LIFT, RAVEN--AND THOSE LANDINGS HAD BETTER BE HAPPY--

WHAT NEED HAVE WE FOR WINGS OF OUR OWN, MY FRIEND--

--WHEN OUR ANTAGONISTS WILL PROVIDE THEM FOR US, AT LEAST FOR THE MOMENT?

PLOMP

HIMMEL!

<CALLING HERR SKYSHARK!>

<SOME VERDAMMT AMERIKANER HAS JUST LANDED ON MY PLANE--FROM OUT OF THE SKY!>

VAS? <THAT IS IMPOSSIBLE!>

IF HE THINKS THAT IS IMPOSSIBLE--THEN BE SURE TO TELL HIM ABOUT THIS!

N-NOW HE--HE IS EMITTING BLASTS OF ICE FROM HIS VERY HANDS!

THE PLANE IS GETTING HEAVY--TOO HEAVY TO FLY--!

TELL YOUR LEADER MORE ON THE WAY DOWN, NAZI!

TELL HIM HOW I FROZE YOUR PROPELLOR TO A STANDSTILL--AND YOUR COCKPIT SHUT!

I SHALL MEET YOU--A MILE BELOW.

WHILE, TURNING MOMENTARILY TO THE MAN CALLED BLUE DIAMOND...

I'M GETTING BETTER AT DOING TOUGH-GUY REPARTEE. I REALLY THINK I AM.

AFTER ALL, THAT SORT OF THING DOESN'T EXACTLY COME NATURALLY TO ONE WHO'S SPENT HIS WHOLE ADULT LIFE AS A CARD-CARRYING ANTHROPOLOGIST.

OF COURSE, SINCE I WAS TURNED INTO A MAN WITH SKIN AS HARD AS A *LIVING DIAMOND*--

SMRASH!

--MY LIFE STYLE *HAS* BEEN A WEE BIT OUT OF THE *ORDINARY!*

WHERE ARE YOU, RED RAVEN? THE GROUND'S COMING UP *FAST!*

AS, ELSEWHERE IN THE CROWDED SKY...

THESE *METAL WINGS*, GIVEN ME BY THE *BIRD-MEN* WHO REARED ME, MAY BE *LIGHTWEIGHT*--

HRRIZZ

BUT THEY'RE NEARLY AS HARD AS *BLUE DIAMOND'S* BODY--

AND THAT DEFINITELY PUTS THEM *ONE UP* ON THESE POOR-MAN'S *FLYING TIGERS!*

STILL, I'D BETTER START WORRYING ABOUT MY TWO *FELLOW LEGIONNAIRES*--

--IF I DON'T WANT THEM UP AS FLAT AS THE *THIN MAN!*

GOT YOU--AND MY *PERSONAL THANKS* FOR MANAGING TO FALL SO *CLOSE TOGETHER.*

OUR *PLEASURE,* RAVEN.

YEAH--BUT YOU STILL DIDN'T DO MY *ARM-SOCKET* ANY GOOD!

ANYWAY, NOW THERE'S ONLY *ONE* OF THOSE CUSTOMIZED *STUKAS* LEFT--AND IT LOOKS LIKE IT'S GONNA *CUT AND RUN.*

TRUE ENOUGH, ELTON MORROW--YET, THAT FLEEING DIVE-BOMBER IS EASILY THE MOST *IMPORTANT* OF ALL--

FOR, AT ITS CONTROLS SITS THE MAN THEY CALL--*SKYSHARK!*

〈*CURSE* THOSE SCHWEINEN!〉

〈THEY HAVE CAUSED THE FIRST *SURPRISE ATTACK* BY THE THIRD REICH UPON THE *AMERICAN HOMELAND* TO BE A DISMAL *FAILURE!*〉

〈A HANDFUL OF FANCILY-CLAD *MEN* DECIMATED YOUR HAND-PICKED *SQUADRON,* HERR SKYSHARK.〉

〈IS THAT WHAT I SHALL TELL MY *SUPERIORS,* WHEN I RETURN TO MY NATIVE *JAPAN?*〉

DO NOT PROVOKE ME, MY ORIENTAL FRIEND, LEST YOU FIND THAT THE SKYSHARK STILL HAS A FEW TEETH LEFT!>

WITH THESE WORDS, THE STREAKING PLANE VEERS OFF INLAND --

>RIGHT NOW, HOWEVER, I MUST FILE A HASTY RETREAT UNTIL THEY CAN BE SHARPENED!>

--WHERE CLOUDS SWIFTLY HIDE IT BOTH FROM CONTEMPORARY SIGHT, AND FROM OURS--

--WHILE WE RETURN TO THE ROOFTOP OF THE TIMES BUILDING:

HERE WE ARE! NOW TO--EH?

WHAT'S THAT--STANDING BETWEEN THE PATRIOT AND THE WHIZZER?

I AIN'T A WHAT, LADY.

I'M A WHO.

HE SEEMS EVERY BIT AS HUMAN AS WE ARE, PEOPLE...

BUT, SO FAR, WHIZ AND I CAN'T MAKE HEADS OR TAILS OF HIS STORY.

FRANKLY, I WOULDN'T BELIEVE IT MYSELF, IF I DIDN'T KNOW IT WUZ TRUE.

Y'SEE, I'M FROM THE FUTURE--THE YEAR 1976, TA BE EXACT, AN'

YOU'LL HAVE TO FORGIVE US, FRIEND, IF WE MAINTAIN A CERTAIN SKEPTICISM.

IF THERE WUZ ONLY SOME WAY TA PROVE IT TO YA--!

WHY NOT TRY SHOWING US HOW YOU GOT HERE, IN THE FIRST PLACE?

OUR OWN ORIGINS ARE WILD ENOUGH THAT WE CAN BELIEVE JUST ABOUT ANYTHING.

WE JUST NEED A LITTLE PROOF, IS ALL.

PROOF YOU WANT--PROOF YOU GOT!

THERE'S THIS TIME MACHINE, SEE, AN'--HOLY COW!

I JUST RE-MEMBERED--I LEFT THE BLAME THING DOWN THERE IN THE MIDDLE 'A THE STREET.

IF SOMEBODY HEISTS IT--IT'LL TAKE ME 34 YEARS TA GET BACK HOME!

NOTHING YOU SAY MAKES MUCH SENSE, PAL--BUT I SEE THE GADGET YOU'RE TALKING ABOUT, DOWN BELOW.

AND I'LL HELP HIM BRING IT BACK HERE.

I'LL RACE DOWN AND KEEP AN EYE ON IT.

THANKS, GUYS. I MIGHT NOT 'A HEARD OF THE LIBERTY LEGION, TILL A FEW MINNITS AGO--

--BUT YER ALL TOPS WITH BENJAMIN J. GRIMM!

BY THE WAY, WHO WUZ THE GUY IN THE *LEAD PLANE*, ANYHOW? ANYBODY *I* SHOULD KNOW?

FOR WEEKS, WE'VE HEARD RUMORS OF A TOP *NAZI ACE* WHO CALLS HIMSELF THE GERMAN EQUIVELENT OF *SKY-SHARK*.

HE MUST HAVE SOMEHOW SMUGGLED SOME DIVE-BOMBERS *UPSTATE*, FOR THE SHEER *PROPAGANDA VALUE* OF A SUCCESS-FUL RAID ON *NEW YORK*.

BUT HE *BLEW* IT, AN' NOW HE'S SCOOTED *BACK* UPSTATE, HUH?

YES. IN FACT, THERE ARE SOME VALUABLE AMERICAN *SECRET WEAPONS* BEING MANUFAC-TURED IN THAT AREA--WEAPONS THE *GOVERN-MENT* HAS ASKED US TO *PROTECT*.

SO, WE'LL USE THE THIN MAN'S *PLANE* TO HEAD UPSTATE AND *CHECK UP* ON THEM--JUST TO BE ON THE *SAFE* SIDE.

WE'LL HAVE TO *TRUST* YOU FOR NOW--BUT IF YOU *TRY* ANYTHING HERE WHILE WE'RE GONE, YOU'LL *ANSWER* FOR IT.

LISSEN, IF *I* CAN TAKE SERIOUSLY A BUNCH'A GUYS WITH CORNBALL NAMES LIKE *YOU'VE* GOT--

AW, NEVER MIND.

I'LL KEEP *BUSY* WHILE YER GONE.

WHO *KNOWS*? MEBBE I'LL EVEN FIGGER OUT WHAT THE HECK I'M *DOIN'* HERE!

PERHAPS OUR BLUE-EYED AMIGO WOULD BE ENLIGHTEN-ED A BIT IF HE COULD SEE THE SKYSHARK'S BOLDLY-DESIGNED STUKA JUST NOW--

--CHANGING DIRECTIONS AGAIN, AND FLYING TOO LOW FOR RADAR PICK-UP...

...HEADING NO LONGER INLAND, BUT OUT TO SEA...

...AND DIRECTLY INTO A THICK, MIASMIC FOG WHICH SEEMS TO ENWRAP A CERTAIN SEGMENT OF THE NEAR ATLANTIC LIKE A DEADLY, DARK SHROUD.

AND WITHIN THAT PROTECTING SHROUD?

A FLOATING METAL PLATFORM-- *MUCH SMALLER THAN A CONVEN-TIONAL AIRCRAFT CARRIER*, AND WITH EMPTY DECKS ONLY SLIGHTLY HIGHER THAN THE LAPPING WAVES THEMSELVES--

YET, THOSE GLEAMING DECKS CONCEAL **MORE THAN MEETS THE EYE.**

FOR, AS THE STUKA **SWOOPS DOWN,** STILL TRAVELING AT A SPEED WHICH IN SECONDS WOULD CARRY IT **FAR PAST** THE SWIFTLY-OPENING HATCHES--

--IT IS DEFTLY **CAUGHT** BY A GIANT METAL **HAND,** WITH NIGH-PERFECT PRECISION!

<**WELL,** HERR SKY-SHARK... IT PLEASES ME THAT YOUR **LANDING DEVICE** IS MORE SUCCESSFUL THAN YOUR **AMERICAN BLITZKRIEG.**>

<**AGAIN,** I MUST ASK YOU NOT TO **BAIT** ME, HERR--> <MY **NAME,** IN YOUR TONGUE, WOULD BE TRANSLATED AS-- **SLICER.**> <THIS MISERABLE PERSON HAD SOME SLIGHT SKILL WITH THE **SAMURAI SWORD,** IN HIS YOUNGER DAYS? <MY **OWN** SKILLS LIE IN **FLYING**... AND IN **KILLING.**> <THE TWO TALENTS COULD NOT BE **GAINFULLY** COMBINED--UNTIL **1939.**>

<"AS YOUR SUPERIORS DOUBT-LESS TOLD YOU, I DISTINGU-ISHED MYSELF WITH MY **MER-CILESS ATTACKS** UPON CIVILIANS DURING THE INVASIONS FIRST OF **POLAND,** LATER OF THE EUROPEAN **LOW COUN-TRIES.**>

<" TO ME, A HUMAN BEING ON THE GROUND --**ANY** HUMAN BEING-- IS MERELY A **TARGET** FOR MY GUNSIGHTS, NOTHING MORE.>

<"IN TIME, I CAME TO THE ATTENTION OF **DER FÜHRER** HIMSELF, AND HE SUMMONED ME TO **BERLIN...**>

HEIL HITLER!

<I AM **IM-PRESSED** BY REPORTS OF YOUR **RUTHLESS-NESS,** KAPITAN SCHLEIGAL.>

<FROM THIS DAY FORWARD, YOU SHALL BE KNOWN THROUGH-OUT THE REICH AS **HIMMEL-HAI...**>

<...THE **SKYSHARK!**>

<DER FÜHRER ORDERED ME TO FORM MY OWN CRACK SQUADRON, AND PREPARE FOR A SERIES OF ASSAULTS UPON THE UNITED STATES IN THE EVENT OF WAR.>

<YET, YOUR FIRST SUCH ATTACK WAS A FAILURE-- YOUR SQUADRON, DECIMATED BY THOSE STRANGE FLYING MEN.>

<YOU ARRIVED HERE FROM TOKYO ONLY SHORTLY BEFORE THE ATTACK BEGAN, HERR SLICER...>

<THUS, THERE WAS LITTLE TIME-- OR REASON-- TO INFORM YOU THAT OUR PLANS HAVE METAMORPHOSED SINCE THAT TIME.>

<THE SQUADRON I LED TODAY WAS EXPENDABLE, HAVING SERVED TO UNNERVE THE AMERICANS BY ITS SHEER OCCURRANCE..>

<..WHILE THE TRUE THREAT WHICH THEY MUST FEAR, AND WHICH THEY SHALL SOON FACE...>

<...LIES BEYOND THIS DOOR!>

<WHATEVER IT IS, SURELY IT CANNOT-->

<EYES OF MY ANCESTORS!>

<CAN SUCH A THING POSSIBLY EXIST?>

<BUT IT DOES EXIST, MEIN HERR--AND NEEDS ONLY A FEW LAST-MINUTE ADDITIONS-->

<--TO BECOME THE ULTIMATE MENACE WHICH WILL LAY AMERICA LOW-->

<--AND PAVE THE WAY FOR TOTAL VICTORY BY THE AXIS POWERS!>

NEXT WEEK, GUYS, WE'VE GOT TO GET ORGANIZED!

THE THIN MAN'S PLANE DROPPED US OFF MILES FROM OUR DESTINATION--

--AND WE'RE NOT EVEN SURE OF THE DIRECTION.

NO NEED FOR MELODRAMA, MISS AMERICA.

I'M SURE THAT FARMER CAN DIRECT US.

THAT FANCY NEW AIRCRAFT PLANT THE GOVERNMENT'S SO SECRET ABOUT?

I RECKON IT'S STILL BACK THATAWAY-- SAME AS IT WAS YESTERDAY.

SORRY WE ALMOST WOKE YOU UP, MISTER.

AND THANKS-- FROM THE LIBERTY LEGION.

LIBERTY LEGION, HUH? I'M A VETERAN, BUT I NEVER JOINED UP.

NEVER DID LIKE THE PARADES, YOU KNOW?

I THINK YOU HAVE US CONFUSED WITH THE AMERICAN LEGION, SIR, BUT-- WAIT! LISTEN!

--WAVE OF DESTRUCTION IN UPSTATE NEW YORK!

REPORTS TELL OF A VIRTUAL PHYSICAL GIANT WHO--

IT'S BEGUN! WE MISSED THE PART THAT TOLD EXACTLY WHAT INSTALLATION WAS ATTACKED--

BUT WE'LL SOON FIND OUT IF IT'S THE ONE WE'RE SUPPOSED TO CHECK ON.

HANG ON, B.D.!

GOOD LORD! THIS MUST BE THE PLACE, ALL RIGHT--

--AND IT SURE LOOKS AS IF IT WERE BESIEGED BY SOME KIND OF "PHYSICAL GIANT"!

TOP
DEFENSE
UNAUTHO
KEEP O
BY ORDER

WHOEVER IT WAS, HE TORE OPEN THIS FENCE AS EASILY AS HE KAYOED THAT GUARD.

AND THE FENCE WAS ELEC-TRIFIED!

AT LEAST OUR QUARRY LEFT A TRAIL--EVEN IF IT'S NOT A PARTIC-ULARY PRETTY ONE.

RIGHT. HE SHOULDN'T BE HARD TO FIND.

ON THE CONTRARY, FOOLS--I SHALL MAKE MYSELF EASY TO FIND.

BECAUSE IT IS NOW YOU WHO ARE THE QUARRY--NOT ME!

WHO--?

ALLOW ME TO INTRODUCE MYSELF, AMERIKANER DOGS!

I AM--MASTER MAN!

MASTER MAN EH? WE HEARD ABOUT YOU, ALRIGHT--

--INCLUDING HOW YOU GOT WIPED OUT BY CAPTAIN AMERICA!*

AND WHAT HE CAN DO--MISS AMERICA CAN DO JUST AS WELL!

MAYBE SO, SISTER--BUT THE WHIZZER'S NOT GIVING YOU THE CHANCE!

MY SUPER-SPEED'LL SOON HAVE THIS GOOSE-STEPPER SO DIZZY THERE'LL BE NOTHING FOR YOU TO DO BUT CART HIM AWAY.

*GIANT-SIZE INVADERS #1. --R.T.

I WEARY OF YOUR ENDLESS BRAGGADOCCIO, LITTLE MAN.

THE LIKES OF YOU SHALL NEVER KEEP ME FROM THAT WHICH I SEEK.

SOK-KOW

NOW YOU'VE DONE IT, ÜBERMENSCH--!

:UNNHH--!:

THE WHIZZER MIGHT BE GIVING TO BRAG-GING A MITE--

BUT HE'S NO MASS MURDERER, LIKE YOU AND YOUR SIEG-HEILING BUDDIES!

GET 'IM, DIAMOND!

WOK!

BOMP

HE'S GOT, MISS A.!

WH--? I GAVE HIM MY HARDEST PUNCH, AND HE'S STILL ON HIS FEET!

I AM, FOOL--

--BUT YOU ARE NOT!!

FRAKK

NOW I'VE NO TIME TO WASTE.

I WAS FREED FROM AN AMERICAN PRISON--RESTORED TO ALL MY FORMER GLORY BY THE GENIUS OF NAZI SCIENCE--

WHAM!

--TO GAIN FOR HERR SKYSHARK WHAT LIES BEHIND THIS CRUMBLING BRICK WALL--

--THIS GLEAMING COCKPIT, OF EXPERIMENTAL DESIGN--

--MADE OF A NEWLY-DEVELOPED GLASS WHICH WILL RESIST EXTREME ATMOS-PHERIC FRICTION AND HIGH SPEEDS!

AND NOW-- I HAVE IT!

QUITE A SPEED, CREWCUT! MAYBE HERR SCHICKEL-GRUBER WILL GIVE YOU A GOLD STAR.

BUT ME? I'VE DECIDED MAYBE THAT WASN'T MY STRONGEST PUNCH, AFTER ALL!

STILL YOU WOULD SEEK TO DELAY ME-- WHEN WE PLAY FOR MUCH HIGHER STAKES?

PERHAPS ANOTHER TIME, ANOTHER PLACE, WE SHALL CLASH AGAIN--

--BUT NOT TODAY!

HE'S LEAPING OFF-- LIKE A SUPER-KANGAROO! MISS AMERICA, CAN YOU--?

I'M--TOO WINDED, DIAMOND-- BREATH KNOCKED OUT OF ME.

YOU ALL RIGHT, WHIZZER?

FOOM

NO BONES BROKEN. BUT, WHAT DID THAT RAT MEAN BY-- "HIGHER STAKES"?

LATER, WHIZ! RIGHT NOW, ANOTHER PART OF THAT PUZZLE IS UNFOLDING NOT FAR DISTANT...

THERE IT IS, FROST! DO YOU SEE IT YET?

NOT YET, RAVEN. YOUR EYES ARE LIKE A HAWK'S. YOU CAN--

WAIT! NOW I SEE IT--!

THE TOP-SECRET LABORATORY WE WERE TO CHECK OUT-- WHERE A POSSIBLE NEW ALLIED WEAPON IS BEING DEVELOPED--

--ONE WHICH MAY WELL CHANGE THE COURSE OF THE WAR:

A JET ENGINE FOR FIGHTER AIRCRAFT!

A STRANGELY PLACID PLACE TO TEST AN ENGINE OF WARFARE-- BY A PEACEFUL LAKE--!

LET'S JUST HOPE IT *REMAINS* SO, MY FRESH-FROZEN FRIEND.

HALT! WHO GOES THERE?

WE'RE *RED RAVEN* AND *JACK FROST*--OF THE *LIBERTY LEGION.*

THE *WHO?* NEVER *HEARD* OF YOU!

HMMM... IT WOULD SEEM, RAVEN, THAT WE *LEGION-NAIRES* ARE NOT AS WELL-KNOWN AS *CAPTAIN AMERICA'S INVADERS.*

WE MUST SEE THE *COMMAN-DANT* OF THIS PLACE, SOLDIER-- *AT ONCE!*

RIGHT! IT'S A MATTER OF *LIFE AND DEATH.*

NOW JUST HOLD YOUR *HORSES!* I DON'T KNOW HOW YOU MANAGED THAT *FLYIN'* TRICK--

--BUT I CAN'T JUST LET *ANYBODY* IN HERE! DON'T YOU KNOW THERE'S A *WAR* ON? I--

WHAT'S *WRONG?*

YOU LOOK AS IF YOU'VE JUST SEEN A *GHOST.*

M-MAYBE--

--MAYBE I *HAVE!!*

NOT A *GHOST,* SURFACE-MAN-- BUT *MERANNO!*

*RRR-RRR-RRR-

IT IS YOU WHO "CANNOT," SCHWEIN!
YOU CANNOT WIN AGAINST ME.
YOU CANNOT EVEN FINISH A SENTENCE!
SLAPP!
:ARRRH--!:

SKYSHARK! HAH! NO, IT IS NOT FOR HIM THAT I LABOR--OR EVEN, ULTIMATELY, FOR ADOLF HITLER HIMSELF--
--BUT FOR MYSELF!

FOR, IF THE ALLIES FALL, THEN SO WILL MY RIVAL, THE HATED SUB-MARINER--
--AND I SHALL RULE OUR UNDERSEA RACE!
THEN, I SHALL--

DON'T COUNT YOUR SEA-SERPENTS BEFORE THEY'RE HATCHED, BLUE BOY!
MY METAL WINGS ARE A WHOLE LOT TOUGHER THAN THAT FENCE BACK THERE--
--AS A SOGGY EX-STUKA PILOT COULD HAVE WARNED YOU!
FWAP
BY THE GREAT ABYSS!

THERE! THAT OUGHT TO--
WH--? YOU'RE RISING --WHEN I THOUGHT YOU'D BE DOWN FOR THE COUNT!
I AM MERANNO, FOOL!
WHILE YOU SOAR ON VAPID WINDS, I SURVIVE THE CRUSHING PRESSURES OF THE ETERNAL DEPTHS--!

OR, TO PUT IT IN OTHER WORDS--
CAN A KILLER WHALE BE HARMED BY THE PECKING OF A SEA-GULL?
:MMMMFF--!:
THOMP

YOU ARE *FORTUNATE*, BIRD-MAN, THAT I'VE NO *TIME* TO WASTE ON A FALLEN FOE.

ELSE, YOU WOULD LEARN THE *TRUE STRENGTH* OF ONE WHO IS A MATCH FOR THE DESPISED *PRINCE NAMOR* HIMSELF!

I DO NOT KNOW *WHY* THIS ENGINE HAS SUDDENLY BECOME SO *ALL-IMPORTANT*--

--THOUGH IT MUST HAVE TO DO WITH THE *STRANGE METAL CYLINDER* ABOUT WHICH *HERR SKYSHARK* HAS MUMBLED MYSTERIOUSLY.

ALL *I* KNOW IS WHEN I *DE-LIVER* IT--

AH! SEE HOW THE LAKE BECKONS-- THOSE GENTLE *RIPPLES*--

--HARDLY *MOVING*--AS IF *FROZEN*--!

--I SHALL BE EVEN MORE *GREATLY* HONORED BY *HITLER'S REICH!*

THAT'S BECAUSE THEY *ARE* FROZEN, AMPHIBIAN -- BY *JACK FROST!*

I KNEW THAT, FOR ALL HIS BRAVE EFFORT, *RED RAVEN* COULD DO LITTLE MORE THEN *DELAY* YOU--

BUT THAT WAS *TIME ENOUGH* FOR ME TO TURN VIRTUALLY THE *ENTIRE LAKE* TO A SHEET OF *SOLID ICE!*

ARGHH--!

WHAAM!

UNABLE NOW TO RENEW YOUR CONTACT WITH THE *LAKE*, I SUSPECT YOU'LL GROW *WEAK-ER* BY THE MINUTE--

--AND I SHALL *WIN* OUR IMMINENT BATTLE OF *ICE VS. WATER!*

PERHAPS YOU *WOULD*, FOOL--BUT YOU'VE *OVERLOOKED* SOMETHING!

THUS, THERE WILL BE *NO BATTLE*--MUCH AS I WOULD LOVE TO *TEAR* YOU LIMB FROM LIMB.

THAT *DRAIN--!*

CURSE ME FOR A FOOL!

IN MY CONCERN FOR RAVEN'S SAFETY, I FAILED TO *NOTICE* IT. IF ONLY I CAN--

MISSED! AND NOW, MERANNO WILL *ESCAPE* TO HIDDEN UNDERGROUND STREAMS --AND TO THE *SEA* BEYOND!

I WAS A FOOL-- PRECISELY AS HE TERMED ME!

WE ALL HAVE OUR OFF-DAYS: NO USE CRYING OVER SPILLED ICE. NOW LET'S GET GOING!

HOLD IT, YOU TWO! I'M MAJOR HAYDEN, AND--

SORRY, MAJOR, BUT SINCE WE DIDN'T MANAGE TO HELP PROTECT YOUR PRECIOUS LITTLE PROTOTYPE--

--WE SURE DON'T HAVE TIME TO STICK AROUND AND HELP YOU UNRAVEL A LOT OF RED TAPE!

FLEEING LIKE THIS, WE'LL PROBABLY BE THOUGHT ACCOMPLICES OF THE MERMAN!

AS SCARLET O'HARA SAID--WE'LL WORRY ABOUT THAT TOMORROW.

MEANWHILE, JUST HANG ON TIGHT, J.F.--

"--AND LET'S HOPE OUR COMPADRES ARE HAVING A BIT BETTER LUCK THAN WE ARE!"

WE SHOULD BE JUST ABOUT THERE, SLIM...

...THOUGH WHY ONE OF THE COUNTRY'S TOP SCIENTISTS CHOOSES TO LIVE WAY OUT HERE IN THE STICKS IS BEYOND ME!

AS ONE WHO RECENTLY GAVE UP A HIMALAYAN UTOPIA, PATRIOT-- I'M WITH HIM!

AND THE NAME IS BRUCE DICKSON, OR EVEN THIN MAN, NOT SLIM! I--

WAIT! THAT MUST BE IT!

THAT INNOCENT-LOOKING FARMHOUSE!?

INSIDE THAT FARMHOUSE, BRUCE, LIVES A GENIUS!

HE'S CURRENTLY WORKING, I'M TOLD, ON A NEW TYPE OF GYROSCOPE, OF IMMENSE IMPORTANCE TO OUR DEFENSE EFFORT.

WE'D BEST TAKE HIM TO A SAFE HAVEN, AS LONG AS THAT SKYSHARK CHARACTER IS ON THE LOOSE. WE--

SUDDENLY, FROM THE OPPOSITE DIRECTION -- WITH A SHRIEK LIKE THE WIND OF DEATH ITSELF--

KROOOOM

SPEAK OF THE DEVIL!

IT'S SKYSHARK-- HE'S BUZZING THE HOUSE!

BUT WHY WOULD HE DO *THAT*, UNLESS--*GOOD LORD!*

YOU *GUESSED* IT, T.M.! HE'S TRYING TO *STARTLE* THE PEOPLE INSIDE--

--INTO *COMING OUT INTO THE OPEN!*

LOOK! HE'S *DONE* IT! THAT *MAN*--

RATTA RATTA

DAD! DAD!!

HE MUST BE THE ONE WE CAME TO *GUARD*--

--AND SKYSHARK'S SHOOTING HIM DOWN *IN COLD BLOOD!*

UHHNN--!

THOSE *VERDAMMTE* INTERFERING *LEGIONNAIRES!*

I WAS TO HAVE *CAPTURED* THE OLD MAN AND HIS RESEARCH PAPER FOR THE *REICH.*

NOW, THANKS TO THEM, I HAD NO CHOICE BUT TO ADOPT MY *ALTERN-ATIVE* PLAN--

--AND *ELIMINATE* HIM, SO THAT AT LEAST THE *AMERIKANEN* WILL NOT BENEFIT FROM HIS DISCOVERIES!

A PITY I HAVE NO TIME FOR A *SECOND* PASS-- SO THAT THE YOUNG *WOMAN* WHO IS OBVIOUSLY HIS *DAUGH-TER* COULD JOIN HER FATHER IN THE SWEET SLEEP OF *DEATH!*

YOU ARE *VICIOUS,* HERR SKYSHARK, BEYOND EVEN *MY* CONSIDERABLE APPETITE FOR SLAUGHTER.

BUT, IF YOU WISH TO *SLAY*-- YONDER COMES AMPLE *TARGET* FOR YOUR WRATH!

ACH, JAWOHL! I RECOGNIZE THE PLANE OF THE ONE CALLED THE *THIN MAN!*

RAKKA RAKKETTA

IT IS SAID TO BE QUITE A *SPECIAL* CRAFT--CAPABLE OF TRAVELING FAR *FASTER* THAN MOST--

--THOUGH WE SHALL *SEE* HOW IT FARES IN COMBAT AGAINST THIS PLANE OF MY *OWN* DESIGN!

BLAST! MISSED HIM!

STILL, I SUSPECT HE WON'T BE EXACTLY *ECSTATIC* WHEN HE TURNS AROUND AND SEES ME RIGHT *BEHIND* HIM--AND *CLOSING FAST!*

GOTT IM HIMMEL! I NEVER *DREAMED* THERE WAS ANOTHER AIRCRAFT WHICH COULD *MANEUVER* SO WELL--SO *FLAWLESSLY!*

TRY AS I WILL--I CANNOT SHAKE *FREE* OF HIM!

DO SOMETHING, HERR SKYSHARK! HE IS RIGHT ON OUR *TAIL!*

YOU THINK I DON'T *KNOW* THAT, YOU WHINING DOG?

THERE IS BUT *ONE* WAY WE CAN ESCAPE NOW--

--AND THAT IS BY MEANS OF *SUBTERFUGE!*

WHAT IN THE--? SOME KIND OF *SMOKE*--COMING FROM THE *STUKA!*

MAKING AN *ARTIFICIAL CLOUD*--LIKE THE ONE SKYSHARK VANISHED INTO OVER THE *CITY!*

NO *WONDER* THAT COWARDLY SCUM DARED ATTACK IN *BROAD DAYLIGHT!*

HE KNEW HE'D HAVE *CLOUD COVER!*

IF I COULD AIM JUST ONE GOOD *UPPERCUT* AT THAT SHARK'S *MOLARS--!*

WELL, YOU *CAN'T*, AND THAT'S *THAT!*

BUT, THERE'S *ONE* BRIGHT NOTE, PATRIOT...

...NAMELY, I NOTICED THE SCIENTIST WAS STILL *MOVING* DOWN THERE!

SKYSHARK'S BITE *WASN'T* LETHAL, AS HE'D HOPED.

WE'LL SCOOT BACK THERE, TAKE THEM TO SAFETY, THEN RETURN TO *NEW YORK.*

ROGER! FRANKLY, SLIM, I'M DYING TO FIND OUT MORE ABOUT THAT BIG *SCALY* GUY WHO CALLS HIMSELF THE *THING.*

WE TOOK A *BIG CHANCE*, LEAVING HIM THERE AT OUR *HQ!*

YOU'RE TAKING A BIG CHANCE, FLAG-WAVER--CALLING ME *SLIM!*

BUT NOW, SINCE THIS IS WHERE WE **CAME IN**-- AND SINCE, AFTER ALL, THIS IS BASHFUL BENJY'S **FIRST ANNUAL** ALL TO HIMSELF-- MAYBE IT'S TIME TO **RETURN** TO HIM--

--AND TO A CERTAIN NOT-ENTIRELY-UNEXPECTED **SHADOW** HE'S ACQUIRED!

SO, WATCHER--YOU ZAPPED YERSELF ALLA WAY BACK HERE TO **1942** AN' YA STILL WON'T **TALK,** HUH?

WELL, THE **HECK** WITH YA, THEN!

YOU CAN JUST DO YER **WATCHBIRD** THING, WHILE I PASS THE TIME BY TURNIN' THIS HERE **FLAGPOLE** INTO A **CATAPULT.**

TURNS OUT IT WUZ A LOT STRONGER'N IT **LOOKED** AT FIRST.

NOW LET THEM BLAMED NAZIS COME BACK FOR A **SECOND** TRY, AND I'LL KICK THE--

HUH? **WHUZZAT?**

AW NO! THEY GOTTA BE **KIDDIN'!**

IT'S A--A **FLYIN' SWASTIKA**-- AN' THE BLAMED THING LOOKS **JET-PROPELLED,** TA BOOT!!

IT MUST BE SOME KIND OF **MIRAGE!**

NOPE--IT **CAN'T** BE, OR ELSE THEM **PEOPLE** DOWN THERE'S SEEIN' THE **SAME** MIRAGE!

BUT ANYWAY, WHAT HARM CAN IT DO? IT'S ONLY A--

ROXY

G CROSBY

OB HOPE

NUTS! CAN'T I EVER BE RIGHT-- JUST **ONCE?**

IT'S CUTTIN' THRU **BUILD-INGS**-- LIKE THEY WUZ MADE 'A **PAPER!**

SKRUTCH

I DUNNO IF THAT **MISSIN' VIBRANIUM'S** GOT ANYTHING TA DO WITH THIS--

AN' FRANKLY, I DON'T **GIVE** TWO HOOTS IN HELL--

ALL I KNOW IS--

THIS YEAR, OR *ANY* YEAR, THE BIG APPLE'S STILL MY *FAV'RITE CITY*--

--AN' THE DAY *BENJAMIN J. GRIMM* WON'T GIVE HIS ALL TO TRY AN' *BAIL HER OUT*--

SPLANG

--IS THE DAY THEY CAN CART ME AWAY IN A PINE-COLORED *BOX!*

ONLY THING IS-- I JUST HOPE THEY DON'T WIND UP DOIN' THAT *TODAY*-- WITH MY *REMAINS.*

OH WELL--NOBODY EVER GOT OUTTA THIS WORLD *ALIVE* ANYWAY!

LOOK OUT, YOU BIG HUNK'A JUNK--

--'CAUSE *IT'S CLOBBERIN' TIME!*

SKRAKK!

SPECIAL NOTE ON FAMOUS FIRSTS: SO FAR AS WE KNOW, THIS IS THE *FIRST* TIME A STORY HAS EVER *ENDED* WITH THE THING'S LOUDLY RINGING *WAR CRY.*

YEP, AFRAID YOU HEARD *RIGHT*-- WE SAID "*ENDED.*" FOR, TRUTH TO TELL, ROY AND SAL ENJOYED WORKING ON *EIGHT* SWINGIN' SUPERHEROES SO MUCH THAT THEY GOT KINDA *CARRIED AWAY* AND RAN OUT OF *ROOM*--

--SO THAT THE CATACLYSMIC *CLIMAX* OF THIS TALE OF TALES THAT BEGAN IN THIS YEAR'S *F.F. ANNUAL* WILL HAVE TO BE CONCLUDED IN THE POWER-PACKED PAGES OF *MARVEL TWO-IN-ONE #20,* ON SALE ANY DAY NOW! YOU'LL ENCOUNTER SOME OLD FRIENDS-- SOME NEW FOES--MAYBE EVEN A *SURPRISE TWIST* OR TWO-- SO BE THERE, OKAY? *TILL THEN-- KEEP 'EM FLYING, TIGER!*

MARVEL TWO IN ONE

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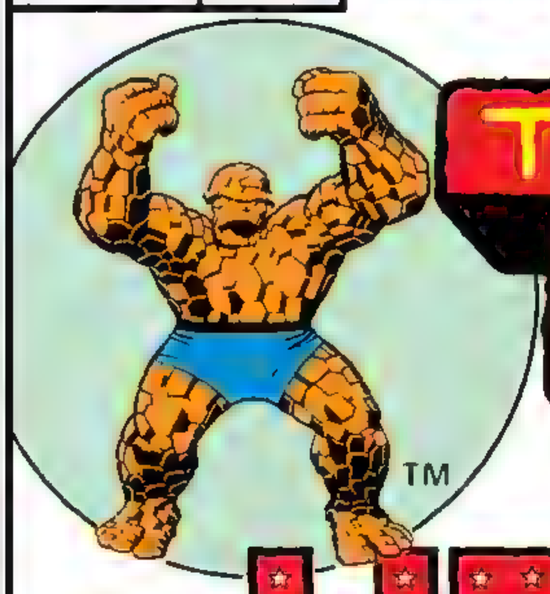
MARVEL TWO-IN-ONE™

PRESENTS



THE THING

AND THE

LIBERTY LEGION

MASTER MAN! U-MAN! AND THE MASKED KILLER CALLED SKYSHARK!

Stan Lee PRESENTS: THE THING AND THE LIBERTY LEGION!™

JV 346

IT ALL BEGAN IN **FANTASTIC FOUR ANNUAL #11** -- THEN REALLY SWUNG INTO GEAR IN **MARVEL TWO-IN-ONE ANNUAL #1**; AND NOW, THE NON-STOP ACTION RISES TO A ROUSING **CRESCENDO**, IN THE STORY WE CALL--

SHOWDOWN at SEA!

QUESTION OF THE DAY: **WHAT IS WRONG WITH THIS PICTURE?**

NOPE, IT'S NOT THE EXISTENCE OF A MONSTROUS, ORANGE-SCALED **THING**; IF YOU'RE READING THIS COMIC-MAG, YOU ALREADY KNOW ABOUT **HIM**.

AND IT'S **NOT** EVEN THE SIGHT OF A GIGANTIC **FLYING SWASTIKA**, SMASHING ITS JUGGERNAUT WAY THRU THE **MANHATTAN SKYLINE**; IF YOU CAN ACCEPT THE EVER-LOVIN' BLUE EYED **THING**, YOU'LL BUY **ANYTHING**.

LOOK AGAIN.

THAT'S RIGHT: THE WORLD-FAMOUS **EMPIRE STATE BUILDING** DOESN'T HAVE A **TV ANTENNA** ATOP ITS 102 STORIES.

THAT'S BECAUSE THIS SCENE IS OCCURRING IN THE YEAR **1942** -- AND THE ANTENNA WASN'T ADDED TILL **LATER**.

THRAKK!

SWRASH

BETTER LUCK **NEXT** TIME, BOO-BOO BUFF. NOW, ON WITH OUR LITTLE **EPIC**...!

A WILD WIND-UP OF WORLD WAR TWO WONDER-MENT BY:

ROY THOMAS and **SAL BUSCEMA**
WRITER/EDITOR — ARTIST

SAM GRAINGER, EMBELLISHER | P. GOLDBERG, colorist; JOHN COSTANZA, letterer

OR, TO LET BASHFUL BENJAMIN PUT IT IN HIS OWN INIMITABLE WORDS:

THLRAK

Y'KNOW, THERE'S SOME FOLKS I KNOW WOULDN'T BELIEVE THIS--

I MEAN, A GIANT METAL SWASTIKA, FER CRIPES' SAKE-- SLICIN' THRU BUILDINGS LIKE THEY WUZ SO MANY STICKS O' BUTTER!

I AIN'T NO EXPERT ON WW2-- JUST A VET--

BUT THAT'S ONE NAZI SUPER-WEAPON I NEVER READ ABOUT IN THE HISTORY BOOKS--

--OR EVEN IN A COMIC MAG!

WELL, SO MUCH FOR JAWIN'--

I BETTER CRAWL OUT TO THE MIDDLE'A THIS NUTTY NAZI TINKER-TOY, AN'-- HOLY COW!

WHUZZAT??

I CAN THINK, YOU IGNORANT AMERICAN GARGOYLE-- AND SPEAK, AS WELL!

FOR, AM I NOT BRAIN DRAIN-- SUPREME INTELLECT OF THE THIRD REICH?*

I DUNNO. ARE YOU?

* AS IN ISH #2. --ROY.

OF COURSE. WHAT OTHER ENTITY COULD PILOT A DEVICE WHICH BOTH FLIES AND SPINS AT INCREDIBLE SPEED, AT THE SAME TIME?

BUT, BEFORE I HURL YOU TO YOUR DOOM-- TELL ME WHO YOU ARE, AND HOW YOU CAME TO OPPOSE ME!

SPEAK, I COMMAND YOU!

THEM EYES-- HARD TA RESIST--!

BUT, LEASTWAYS, LONG AS YER LISTENIN', YOU AIN'T CREAMIN' FUN CITY, SO--

"EVEN A GOB O' GRAY MATTER LIKE YOU MIGHT NOT BELIEVE THIS-- BUT I JUST BLEW IN FROM THE YEAR 1976.

"AN ALIEN GUY CALLED THE WATCHER SENT ME--SORT OF--

"--TA FIND THE MISSIN' HALF OF A CYLINDER OF A METAL CALLED VIBRANIUM.

"USIN' A LEFT-OVER *TIME MACHINE*, I LANDED SMACK-DAB IN THE MIDDLE'A *1942*, IN *TIMES SQUARE*, NO LESS...

"...JUST IN TIME TA CAUSE MY USUAL *PUBLIC PANIC*...

"...*AND* TO SEE NEW YORK ATTACKED BY A PASSEL OF YER FELLOW *AXIS CREEPS* -- LED BY A BOZO CALLED *SKYSHARK*!

"SOME COSTUMED AMERICANS CALLED THE *LIBERTY LEGION* GOT MOST OF 'EM -- AND SENT SKY-SHARK BACK TA BERLIN WITH HIS *FIN* DRAGGIN'.

"FACT IS, I NEVER *HEARD* OF THE LIBERTY LEGION BEFORE -- AN' IT AIN'T LIKELY I'D HAVE *FORGOT* A BUNCH 'A NAMES LIKE THE *PATRIOT* -- *MISS AMERICA* -- THE *WHIZZER* -- EVEN THE *THIN MAN* --

"BUT THEY *LEFT* THE CITY TA FIGHT YER NAZI NASTIES *UPSTATE* -- AN' I AIN'T SEEN 'EM *SINCE*...!

"*BRAIN DRAIN* CAN TELL YOU WHAT HAS BEFALLEN THEM, MONSTER: THEY HAVE ENCOUNTERED CERTAIN *AGENTS* OF THE REICH, WHO, LIKE SKYSHARK, HAVE BEEN UNDER *MY* COMMAND ALL ALONG...

"*THREE* OF THEM FELL BEFORE THE POWERFUL *MASTER MAN*, AS HE ACQUIRED A SECRET *BULLETPROOF COCKPIT*...

"...WHILE *TWO MORE* FAILED TO PREVENT *MERANNO*, THE AMPHIBIAN ALSO CALLED *U-MAN*, FROM MAKING OFF WITH A PROTOTYPE *JET ENGINE*...

"...WHICH OF COURSE NOW *POWERS* THIS VERY *FLYING SWASTIKA*!

"TWO *OTHERS* MANAGED TO PREVENT THAT BUMBLER *SKYSHARK* HIMSELF FROM ACQUIRING A VALUABLE *GYROSCOPE* OF AMERICAN MANUFACTURE...

"BUT, FORTUNATELY, I CAN PILOT THIS DEVICE *WITHOUT* IT...

"...AS YOU QUITE CLEARLY SAW, A FEW SHORT **MIN-UTES** AGO."

"YEAH...I **SAW,** ALL RIGHT--

"THAT'S HOW COME I USED THAT **FLAGPOLE** AS A **CATAPULT,** WHILE I YELLED OUT--

IT'S CLOB-BERIN' TIME!*

*AS SEEN IN **MARVEL TWO-IN-ONE ANNUAL #1,** STILL ON SALE--IN **1976,** THAT IS.--ROY.

FUNNY--NOW THAT I'M ALL **UP TA DATE,** I CAN MANAGE TA **MOVE** AGAIN!

EXTRAORDINARY! I THOUGHT I HAD VIRTUALLY **PERFECTED** MY POWERS OF **IN-STANTANEOUS HYPNOSIS.**

YOU OBVIOUSLY POSSESS **MORE** INTELLIGENCE THAN YOUR BRUTISH FORM AND SPEECH PATTERN WOULD **INDICATE.**

I'LL **THANK** YA REAL NICE FOR THE **KIND WORDS,** BRAIN DRAIN...

...SOON AS I GET THRU **TEARIN' APART** THIS BLITZKRIEGIN' **BUZZSAW** OF YERS!

WHAM

QUITE **AMAZING!** YOU WOULD BE A FIT ANTAGONIST FOR **MERANNO** OR **MASTER MAN** THEMSELVES!

THE **QUESTION** IS--WOULD THEM TWO SIEG-HEILERS BE A MATCH FOR **ME?**

JUST BRING 'EM **ON,** AND WE'LL SOON **FIND OUT!**

PPP

IN THE MEANTIME, IF YA'LL **EXCUSE** ME--

--I THINK I'LL JUST GO BACK TO RIPPIN' YER FLYIN' SWASTIKA TO *SMITHEREENS!*

WHOMP! *THAM!* *PHOOM*

STOP, FOOL! YOU ARE SINGLE-HANDEDLY DESTROYING THE CULMINATION OF LONG *YEARS* OF NAZI RESEARCH--ARDUOUS *MONTHS* OF HIGH-LEVEL *PLANNING!*

YER BREAKIN' MY *HEART*, B.D.!

YOU WOULD SPEAK FROM THE *OTHER* SIDE OF YOUR MISSHAPEN MOUTH--IF I WERE ABLE TO *AUGMENT* MY FORMIDABLE *MINDPOWER* WITH THE STABILIZATION OF THE AMERICAN *SUPER-GYRO-SCOPE!*

BLAST THAT SKY-SHARK! THIS IS *HIS* FAULT--*HIS* FAILURE!

YET, PERHAPS THERE IS YET A WAY TO SALVAGE *VICTORY* FROM THE MAW OF DARK *DEFEAT.*

THE *MAN-MONSTER* SEEMS SO DISTRACTED BY HIS *RAMPAGE*, HE WILL NOT *NOTICE* IF THIS CRAFT *CHANGES DIRECTION--*

FWAM!

--TO HEAD OUT ACROSS THE TOSSING, TURBULENT *ATLANTIC--*

--TOWARD THE FLOATING *METAL PLATFORM* WHICH IS OUR MIST-HIDDEN *SECRET BASE!*

ENJOY YOUR TASTE OF POWER WHILE YOU *MAY*, MISBEGOTTEN ONE...

*AS LIKEWISE WITNESSED IN OUR EVER-LOVIN' BLUE-EYED ANNUAL. --GUESS WHO.

...FOR, IT WILL BE *SHORT-LIVED!*

HEY! WE'RE GOIN' *DOWN--FAST!*

AN' *ME*, THE IDOL O' THE MASSES, WITHOUT SO MUCH AS A BLAMED *PARACHUTE!*

WELL, I'LL BE A--!

WE LANDED LIGHT AS A *FEATHER*-- ON SOME KIND'A *MINI-FLAT-TOP.*

OF *COURSE.* YOU DID NOT EXPECT ME TO ENDANGER *MYSELF,* DID YOU?

THEN WHAT *GOOD* DIDJA DO, EXCEPT STOP *SPINNIN' AROUND,* AND GIVE ME A *CLEAR SHOT* AT YA?

ON THE *CONTRARY,* MONSTER-- HE GAVE *US* A CLEAR FIELD WITH *YOU!*

HUH? WHO THE *HECK--?*

ALLOW US TO *INTRODUCE* OURSELVES, AMERIKANER!

I AM *SKYSHARK*-- CO-COMMANDER OF THIS *OPERATION HOMESTRIKE!*

MERANNO HERE-- ONCE A SUBJECT OF THE HATED *SUB-MARINER,* BUT NOW EVEN *STRONGER,* MORE *DEADLY* THAN HE!

AND I AM *MASTER MAN*-- LIVING SYMBOL OF THE *THIRD REICH* AND ALL THAT IT *STANDS* FOR!

TOGETHER, WE SHALL REND YOU *LIMB* FROM GROTESQUE *LIMB*--

--AS A *WARNING* TO ALL OTHERS WHO WOULD OPPOSE THE *FATHERLAND* AND *DER FÜHRER!*

:ULP!:

COULDN'T YA JUST SEND 'EM A NASTY *POSTCARD?*

SEIZE HIM, LI-MAN-- MASTER MAN!

I WOULD DEAL WITH HIM, BUT I MUST SAFEGUARD THIS CANNISTER, ON DIRECT ORDERS OF DER FÜHRER HIMSELF.

YOU DON'T KNOW IT, SHARK, OL' BUDDY...

...BUT YOU JUST SAID THE MAGIC WORD!

'CAUSE, THAT HALF-CYLINDER O' VIBRANIUM IS JUST WHAT I TIME-HOPPED BACK 34 YEARS TA FIND--

AND IT LOOKS LIKE MA FATE JUST DROPPED IT RIGHT IN MY EVER-LOVIN' LAP!

I HAVEN'T THE SLIGHTEST IDEA WHAT YOU'RE TALKING ABOUT, YOU GROTESQUE GARGOYLE...

BUT, IF WE'D NOT SOLVED THE SECRET OF HIS STRANGE METAL, FOUND BY ONE OF OUR AMERICAN BUNDISTS--

--WE COULD NEVER HAVE CONTROLLED ADEQUATELY THE MOTIONS OF THE FLYING SWASTIKA! SO--

RAK!

RAK

MERANNO! MY PISTOL--ITS BULLETS ARE USELESS AGAINST THE DEVIL'S STRANGE ARMOR!

THEN I SHALL FINISH OFF THE AMERIKANER FOOL--

--AND YOU WILL SEE TO IT THAT DER FÜHRER IS FULLY ADVISED OF THAT FACT!

SLAM!

UGNNNH--!

SIMPLY DO YOUR DUTY TO THE REICH, AMPHIBIAN-- AND LEAVE THE FINAL REPORT TO ME.

NO! I DO NOT TRUST YOU-- OR ANY HUMAN!

YOU KNOW I HELP YOU SO I CAN BECOME GAULEITER OF NAMOR'S UNDERSEA KINGDOM-- NOT SIMPLY FOR THE GREATER GLORY OF THE REICH.

THEN YOU ARE A DECADENT SWINE, MERANNO.

ALL THAT MATTERS IS THE PRESERVATION OF THE MASTER RACE. YOU ARE FORTUNATE TO HAVE BEEN NAMED AN HONORARY ARYAN...

...AS HAVE OUR ORIENTAL ALLIES!

ENOUGH PRATTLING, ALL OF YOU! I WOULD KNOW MORE OF THIS ORANGE GARGOYLE--

FOR INSTANCE, IS THAT HIS TRUE FLESH --OR MERELY A SUIT OF HIDEOUS ARMOR?

IF THE LATTER, I COULD DUPLICATE HIM FOR THE REICH -- BY THE MILLIONS!

YOUR POINT IS WELL TAKEN, AGENT A.1416.

MERANNO...U-MAN... IF YOU PLEASE?

I TAKE NO ORDERS FROM YOU.

BUT I SHALL PEEL OFF THESE SCALES--BE THEY SKIN OR ARMOR!

AND, I SHALL ENJOY HELPING YOU-- EITHER WAY.

Y'KNOW, CREEPO--I'LL JUST BET YOU WOULD, TOO!

WELL, I'LL CLUE YOU IN THE EASY WAY: IT'S WHAT YER BRAIN DRAIN BUDDY MIGHT CALL AN EXO-SKELETON.

THAK

KOW

BUT, IT'S BLAMED NEAR AS POWERFUL AS MY OWN MUSCLES USETA BE--

AN' IN CASE YOU'D DIG A FREE HOME DEMONSTRATION--!

BY THE WAY-- I WAS PLAYIN' POSSUM JUST NOW.

HOPE THAT DON'T SHAKE YA UP TOO MUCH.

NOW, IF YOU BOZOS WILL JUST RUN UP THE WHITE FLAG, I'LL--

:UMFFF.!:

WHOOO

YOU NAZI NASTIES OUGHT TO BE ON A *FIRST-NAME BASIS* WITH US BY *NOW,* SKYSHARK!

THE NAME IS-- *THE* **LIBERTY LEGION!**

AND OUR REGISTERED-FOR-PATENT *WAR CRY,* IN CASE YOU HAVEN'T NOTICED, IS-- *LET'S GO, LEGION!*

NOW, BE *FAIR,* SLIM!

AFTER ALL, WE HAVEN'T BEEN *FORMALLY INTRODUCED* TO DER FÜHRER'S FAVORITE FOUL-UPS...

THEN LET'S TAKE *CARE* OF THAT LITTLE ITEM OF BUSINESS-- *RIGHT NOW!*

I THOUGHT YOU'D ALL SEE IT MY WAY.

MY NAME, SHARK OL' PAL, IS THE PATRIOT!

AMERICAN VARIETY, THAT IS!

PAKK!

ACH!

AND YOU, MASTER MAN, WOULD BE ABLE TO USE YOUR FORMIDABLE FIST-POWER A BIT MORE PROFITABLY--

--IF I DIDN'T LIVE UP TO MY NICK-NAME OF-- THE THIN MAN!

STAND STILL, CURSE YOU!

EACH PERSON FIGHTS WITH THE STYLE WHICH BEST SUITS HIM, MR. DOUBLE-M...

AND, WHEN WE'RE UP AGAINST A NAZI SUPER-SOLDIER, OUR BEST BET IS -- TEAM-WORK!

SLAM!

CHECK, MISS AMERICA!

YOU BLITHERING BUFFOONS! YOU ARE THE CHOSEN EMISSARIES OF HITLER HIMSELF!

CAN YOU NOT HANDLE A FEW COSTUMED CLOWNS?

AH, IF I BUT HAD A BODY TO MATCH MY IN-IMITABLE MIND--!

IF YOU DID, I WOULD DOUBTLESS HAVE SMASHED IT LONG SINCE!

I WEARY OF ENDLESS PRATTLING ABOUT YOUR PRECIOUS FÜHRER!

BUT, I SHALL CRUSH THESE INTRUDERS-- FOR MY OWN GOOD REASONS!

AND WE'LL STOP YOU FOR OURS-- RIGHT, JACK FROST?

AYE, RED RAVEN.

YOU CHARGE AS SWIFTLY INTO THE FRAY AS YOU CAN, AMPHIBIAN...

BUT, IT'S STILL NOT QUICKLY ENOUGH...

THUS, PERHAPS WE CAN SPEED YOU ON YOUR WAY.

BY THE SEVEN SEA DEVILS!

THE DECK-- SUDDENLY SO SLIPPERY-- CAN'T HALT--!

OH, I THINK WE CAN STOP YOU, EH, PAT?

"PAT," HUH?

WELL, SERVES ME RIGHT, I GUESS, FOR CALLING YOU SLIM...

BUT YES, I THINK WE CAN PRACTICALLY GUARANTEE IT!

YEOW! THIS MUST BE NEARLY AS BAD AS WHEN THE OTHER GUYS WERE TACKLING THE SUB-MARINER.

MY FIST'LL BE SORE FOR A WEEK FROM THAT SINGLE PUNCH!

SOK!

SPOK

I SEE YOU WINCING, PAT...

...AND THIS DIDN'T DO MY KNUCKLES ANY GOOD, EITHER.

YOU SURFACE-CRAWLING SCUM! YOU SHALL PAY FOR THIS INDIGNITY, WHEN I--

MERANNO, IT WAS MASTER MAN I REALLY WANTED TO WADE INTO...

..., BECAUSE OF WHAT HE DID TO ME BACK AT THAT DEFENSE PLANT.*

*MARVEL TWO-IN-ONE ANNUAL #1 -- STILL ON SALE. --ROY.

BUT, YOU'LL DO, NEW BUDDY--

YOU'LL DO!

AND BY THE WAY, THE NAME IS BLUE DIAMOND--

--AS IN "HARD AS A--"!

KA-POW!

OUT LIKE THE PROVERBIAL *LIGHT!*

HEY, *PATRIOT*-- DON'T YOU THINK I'M GETTING *BETTER* AT THE *GEORGE RAFT*-TYPE JARGON?

IT'S REALLY NOT MY *LINE*, YOU KNOW.

THE MAIN THING IS *RESULTS*, B.D. --AND BROTHER YOU *GET* 'EM!

ROGER! BUT, WITH *U-MAN* AND *HERR SHARK* DOWN AND OUT--

--NOW WE CAN CONCENTRATE OUR FIRE ON *MASTER MAN!*

SAVE YOUR *STRENGTH*, RAVEN.

ONCE BEFORE, *MUSCLES* HERE LAID ME OUT BECAUSE I WAS *OVER-CONFIDENT*, AND LET HIM LAND A *HAYMAKER.*

BUT, IF I WORK AT IT, I CAN *RUN CIRCLES* AROUND HIM--

--AND DELIVER *TWENTY* MEDIUM-SIZED BLOWS--

POW

SKOK!

--BEFORE *HE* HAS A CHANCE TO LAND *ONE!*

THEN, WHEN HE'S GROGGY FROM *THAT*--

--I CAN START *SPINNING* HIM AROUND LIKE A *KID'S TOP*--

--TILL HE DOESN'T KNOW WHETHER HE'S *COMING* OR *GOING!*

OKAY, LEGIONNAIRES. I'VE RECOUPED ENOUGH OF MY *EGO* BY NOW.

HE'S *UP FOR GRABS!*

THANKS FOR THE *GENEROSITY*, WHIZZER. BUT FRANKLY, I DON'T THINK HE *DE-SERVES* US WASTING ANOTHER *BRUISED FIST.*

I THINK I'LL JUST LET MY SPECIAL *LIGHT-METAL WINGS* DO THE JOB!

THWOP!

AND THEY DEFINITELY *DID!*

OWWWW!

*MEANWHILE, JUST IN CASE YOU WERE THINKING THAT BASHFUL BENJAMIN HAS BEEN *SLEEPING* THRU ALL THIS--*

THIS IS THE *LEGION'S* SHOW. MIGHT AS WELL LET THEM *FINISH* IT.

PIAW!

BUT YA KNOW, I'M *TIRED* O' LOOKIN' AT *SWASTIKAS*-- BIG, LITTLE, OR *ECONOMY SIZE.*

THERE! WITHOUT THEM HOOKED CROSSES, BRAIN DRAIN, YER LITTLE SHIP DON'T LOOK SO MUCH LIKE A *SWASTIKA* NO MORE--AND IT SURE AS BLAZES WON'T *FLY.*

SO NOW, YOU AN' ME GOT A LITTLE *SCORE* TO SETTLE.

IF SO, IT WILL HAVE TO BE BACK IN THAT STRANGE *FUTURE WORLD* FROM WHICH YOU SAY YOU *CAME*, MONSTER--

FOR, I AM *BRAIN DRAIN*-- AND I AM PREPARED, IN THE END, FOR NEARLY *ANY* EVENTUALITY!

KRUM!

HEY! NO FAIR!

NUTS! HE HAD HIS OWN LITTLE *JET RIG*, ALL RIGGED UP FOR A FAST *ESCAPE.*

AND WE'LL NEVER REACH THIN MAN'S *PLANE* FAST ENOUGH TA *CATCH* IT.

Y'KNOW, BRAINY--IF YOU CAN STILL *HEAR* ME--IT MIGHT JUST BE *WORTH* STICKIN' AROUND IN *1942* LONG ENUFF TA MEET UP WITH YOU AGAIN.

BUT, MY GAL FRIEND *ALICIA* AIN'T EVEN *BORN* YET, AN' I GOT A HUNCH THE NIGHTS'D GET KINDA *LONELY*, SO--

UH OH. NOW WHAT?
LOOKS LIKE SKYSHARK'S TAKIN' A POWDER.
ALL THE SHIPS ARE LEAVIN' THE SINKING RAT!
DON'T GET YOUR SCALES IN AN UPROAR, THING.
I'LL CATCH HIM--
--OR ELSE I'LL TURN IN MY MEMBERSHIP BADGE IN CAPTAIN MIDNIGHT'S SECRET SQUADRON!
A THOU-SAND CURSES ON THAT AMERIKANER SWINE!
SKYSHARK-- YOU MUST ELUDE HIM!
IT WOULD BE DISASTROUS IF THEY WERE TO CAPTURE A PERSONAL EMISSARY OF ADMIRAL TOJO HIMSELF...!
HERR SLICER! I DID NOT SEE YOU GET ON BOARD.
YOUR WEIGHT WILL SLOW MY PLANE...
THUS, THOUGH I SHALL CONVEY MY REGRETS AT YOUR LOSS TO THE EMPER-OR...
EJECT
...I MUST SACRIFICE YOU.
AAAA
AFTER ALL--AS THE AMERIKANEN WOULD SAY--
WHAT HAVE YOU DONE FOR ME LATELY?
AAAA
YOU SAID THAT ALREADY, MY FINE FEATHERLESS FRIEND.
DON'T WORRY. I CAN'T MATCH THE SPEED OF SKYSHARK'S SPECIAL PLANE...
BUT I CAN CATCH YOU EASILY ENOUGH, IF ONLY FOR QUESTION-ING.
WELL, SCRATCH ONE MEMBERSHIP BADGE AND DECODER RING!
THAT ARTIFICAL FOG OF HIS! BY THE TIME I PICK UP HIS TRAIL AGAIN, IT'LL BE COLDER THAN JACK FROST'S NOSE!
WELL, WE'LL MEET AGAIN, HERR SKY-SHARK.
THAT I PROMISE YOU--IN THE NAME OF THE LIBERTY LEGION!

I GOTTA ADMIT IT: YOU LEGION GUYS GOT MORE ON THE BALL THAN I FIGGERED.

BUT, HOW IN BLAZES DID YOU MANAGE TO FIND ME WAY OUT HERE?

WE HAD... CONSIDERABLE HELP.

THAT IMAGE SUDDENLY APPEARED IN NEW YORK-- AND WE FOLLOWED IT, ON A HUNCH.

IMAGE!?

LOOK...!

THE WATCHER!

WHO?

I COULD TRY AN' EXPLAIN, PATRIOT--

--ALL ABOUT HOW HE'S MADE A VOW NEVER TA HELP US POOR MORTALS, AND KEEPS TRYIN' TO PITCH IN WITHOUT SAYIN' NUTHIN'--

YEAH, I'D TELL YOU A WHOLE LOT MORE ABOUT WHAT'S GOIN' ON HERE...

...EXCEPT, BY THE TIME I GOT FINISHED--IT'D BE 1976 FOR REAL!

SO, IF YOU WANT TO KNOW MORE, YOU'LL HAVE TO SCRAPE UP A COPY OF OUR RECENT TWO-IN-ONE ANNUAL...

...OR, YOU CAN SIMPLY RELISH THIS HAPPY ENDING OF SORTS, SHORTLY AFTERWARD, BACK IN THE BIG CITY...!

THEN YOU MUST LEAVE US, THING?

'FRAID SO, LADY. BESIDES, IF I DON'T DO A FADE-OUT...

...HOW'LL YOU KNOW THAT I'M FROM WHERE I SAID I WAS-- NAMELY, THE FUTURE!

SOMEHOW, MY FRIEND--I THINK WE BELIEVE YOU.

HEY! I MUST'A PRESSED THE RIGHT BUTTON ON THIS GO-CART. I'M DOIN' MY VANISHIN' ACT.

WELL, SEE YA. IF YA EVER GET TO 1976, DON'T BE A STRANGER!

;ULLP!; ONE THING I SHOULD'A STOCKED UP ON BEFORE I FLIPPED THAT SWITCH--

--IS BI-CARBS!

WAITAMINNIT! I'M BACK IN MY OWN TIME ALREADY.

LEASTWAYS, I HOPE I AM-- 'CAUSE, IF I AIN'T--

THEN I'VE LOST THE ROAD MAP!

HMMM... SO FAR, SO GOOD.

THERE'S THE EMPIRE STATE BUILDING-- TV ANTENNA AN' ALL!

WH--? YOU AGAIN!?

Y'KNOW, OL' BUDDY, YOU OUGHTTA WATCH THAT SNEAKIN' UP ON A GUY.

OKAY, SO NOW I GOT YER PRECIOUS VIBRANIUM, AN' THE NAZIS WON'T WIN WORLD WAR TWO-- SO YOU CAN TALK TA ME AT LAST, RIGHT?

WRONG... OBVIOUSLY.

WELL, THE HECK WITH YA.

JUST LEMME DIG THE OTHER HALF'A THIS VIBRANIUM CYLINDER OUTTA THE TIME MACHINE WHERE I SHOVED IT--

--AND I'LL STICK IT BACK TOGETHER, FOR SAFEKEEPIN'!

OH, SO NOW YER DISAPPEARIN'! THAT MUST MEAN THE DANGER IS OVER-- FINALLY!

SEE YA, WATCH...

BUT NOT TOO SOON, HEAR?

BEN! IN THE NAME OF HEAVEN, MAN--ARE YOU ALL RIGHT?

WE'VE BEEN SO WORRIED-- AND IT TOOK HOURS TO OPEN THIS TIMELOCK DOOR--!

YOU'VE SPENT HOURS. I'VE SPENT 3½ DECADES!

WHAT? BUT WE WENT BACK TO 1942, THE SAME AS YOU DID!*

MEBBE SO...

*SEE F.F. ANNUAL #11. --ROY.

BUT YOU ONLY WENT ONCE.

ME? COUNTIN' THE STRETCH WE DID TOGETHER WHEN WE WUZ KIDS--I BEEN THERE THREE TIMES!

AND, MISTER--THAT'S ENUFF!

BY THE WAY, REED-- HERE'S SOMETHIN' FOR YA.

YOU FOUND THE MISSING HALF OF THAT CYLINDER OF VIBRANIUM!?

BUT WHERE IN THE WORLD--?

OH, AROUND, STRETCH...

...IT WAS JUST... LYIN' AROUND.

ANYBODY HERE KNOW IF ALICIA'S STILL UP?

I GOT ME THIS WILD HANKERIN' TO SEE ME A JOHN WAYNE MOVIE...!

THE END!

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171 JUNE

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THE WORLD'S GREATEST COMIC MAGAZINE!

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FANTASTIC FOUR®

IF I DON'T TAKE 'IM OUT WITH *ONE* PUNCH--

--SUE'S A DEAD WOMAN!

MIGHTIER THAN KONG! DEADLIER THAN GODZILLA! THIS IS-- GORR!

NOT JUST ANOTHER GIANT GORILLA STORY!

YOU'LL GASP AT THE STARTLING SECRET OF GORR!!

A brilliant scientist— his best friend— the woman he loves— and her fiery-tempered kid brother! Together, they braved the unknown terrors of outer space, and were changed by cosmic rays into something more than merely human!

MR. FANTASTIC! THE THING! THE INVISIBLE GIRL! THE HUMAN TORCH! Now they are the FANTASTIC FOUR— and the world will never again be the same!

JV 3H4

Stan Lee PRESENTS: THE FANTASTIC FOUR! TM

DEATH IS A GOLDEN GORILLA!

ROY THOMAS & GEORGE PEREZ
AUTHOR/EDITOR ARTIST

RICH BUCKLER	JOE SINNOTT	PHIL RACHE	JOE ROSEN
ARTIST, PP. 1-3	EMBELLISHER	COLORIST	LETTERER

WITH SPECIAL THANKS TO CARLA CONWAY

AS A CERTAIN ORANGE-JUICE-SIPPING **EX-CROONER** WOULD SAY: "THERE'S **NO** DOUBT **ABOUT** IT":

THE **THING** IS BACK-- **AND HOW!**

WHAM!

YOU **DID** IT, BEN! **YOU DID IT!**

YOU STAGGERED THAT ***L.M.D.**** -- WITH YOUR ***VERY FIRST BLOW!***

* LIFE MODEL DECOY, AS ALL OLD ***SHIELD***-BOOSTERS KNOW, --ROY.

YOU THINK *THAT* WUZ SOMETHIN', STRETCH?

JUST WAIT'LL YOU SEE MY *SECOND* SWING!

I'LL LAY THIS WALKIN' TINKER-TOY OUT FLATTER THAN *SUNDAY DINNER* AT THE *HOUSE OF PANCAKES!*

I'M ALL *FOR* IT, BEN--

BUT DON'T YOU THINK YOU OUGHT TO KEEP YOUR *GUARD* UP, IN THE MEANTIME?

OOOOOF--!

THUK!

SHOOT!

NOW I'M GONNA HAVE TA GO AN' USE *BOTH HANDS.*

BA-TOM!

I HOPE THEM *SHIELD TECHNOS* GOT A PAIR OF *PLIERS* HANDY.

I CAN'T *BELIEVE* IT! YOU DEFEATED THAT L.M.D. IN UNDER *TEN SECONDS!*

WHATSAMATTER, BIG BRAIN? DIDN'T YOU *WANT* ME TA COME OUT ON TOP?

YOU PLACE A *SIDE-BET* ON OL' *IRONSIDES* HERE?

AFTER ALL, *YOU'RE* THE ONE DESIGNED THIS *EXO-SKELETON* SUIT I'M WEARIN'.

IF *YOU* DON'T HAVE ANY FAITH IN IT--

WHEN YOU'RE QUITE *FINISHED,* OLD FRIEND...!

OKAY. *EXPLAIN.*

MY FONDEST *HOPE* WAS SIMPLY TO HAVE THE EXO-SUIT *INCREASE* YOUR STRENGTH--

--BRING IT UP TO SOME-WHERE NEAR THE LEVEL OF, SAY, *POWER MAN'S.*

BUT *NOW,* IT SEEMS YOU'VE WOUND UP AT LEAST *90%* AS STRONG AS *BEFORE*--AND THAT'S *FANTASTIC!*

WELL, WHY **NOT**? YOU GAVE US THE MONICKER OF THE **FANTASTIC FOUR**, DIDN'T YA?

WHAT **SHOULD** I BE-- **ANEMIC**?

I JUST WISH THIS SUPER-POWERED **TUX** OF YOURS WUZ **AIR-CONDITIONED.**

ALWAYS THE **MAL-CONTENT**, EH, BEN?

WHAT **MATTERS** IS, THE SUIT **RESTORES** MOST OF THE STRENGTH YOU LOST WHEN THE HULK'S **GAMMA RADIATION** TURNED YOU PERMANENTLY BACK INTO **BEN GRIMM.***

IT'S DESIGNED TO **TAP** YOUR OWN MUSCLE-POWER, AND **INCREASE** IT IN GEOMETRIC PROGRESSION, SO THAT--

*ISH #167. --ROY.

SAVE THE DETAILS FOR THE **SCIENTIFIC AMERICAN.**

MAIN THING IS, I'LL BE **OKAY**-- LONG AS I DON'T **BLOW A FUSE**, RIGHT?

THERE ARE NO FUSES TO **BLOW.** INSTEAD, I EMPLOYED--

SHEESH! SOME DAYS YOU JUST CAN'T **TURN IT OFF**, CAN YA?

WELL, ALL THINGS **CONSIDERED**...

...I GUESS YOU'VE GOT A **RIGHT.**

ONLY THING IS, **I'M** TOO WORKED UP TA **LISTEN.**

THINK I'LL GO TAKE A **COLD SHOWER**...

...AN' TRY TO FIGURE OUT WHAT IT IS THAT STILL **BUGS** ME ABOUT THIS WHOLE SET-UP.

*ONE SWIFT SHOWER **LATER**...*

AW NUTS!!

WHY DON'T I JUST **ADMIT** IT?

I KNOW I'M **LUCKY** REED DIDN'T JUST **REPLACE** ME IN THE F.F.--

BUT IT STILL **BURNS** ME THAT THE **GAMMA RAYS** THE HULK GAVE OFF WERE STRONG ENUFF TO **CANCEL OUT** THE POWERS I GOT YEARS AGO FROM THAT **COSMIC-RAY STORM**..

TIME **WAS** WHEN THE **THING** WUZ THE STRONGEST BOZO ON THE WHOLE BLAMED **PLANET**...

LAST FEW **YEARS**, THOUGH, I'VE HADDA TAKE A BACK SEAT TO **THOR, HERCULES**, AN' LORD KNOWS WHO **ELSE.**

NEXT THING YA KNOW, A PUNK LIKE **SPIDER-MAN**'LL BE MOPPIN' UP THE FLOOR WITH ME.

NOW I KNOW WHAT THEY MEAN BY "**THE GOOD OLD DAYS**"!

OH WELL, WHAT THE *HECK*...

LIKE THEY SAY, *BEGGARS* CAN'T BE *CHOOSERS*. I'M JUST LUCKY THAT--

UH OH! *NOW* WHAT--?

SUZIE! WATCH OUT FOR THOSE--!

BEN!? YOU *STARTLED* ME--

--NEARLY MADE ME LET THOSE TWO *EXPLOSIVE MINI-MISSILES* THRU MY *BI-FOCUSED FORCE FIELDS!*

POM!

POM!

HUH? YOU SAY YOU WERE WEARIN' *BIFOCALS?*

OF *COURSE* NOT.

IT'S JUST SOMETHING I'VE BEEN *WORKING ON*, ON MY OWN.

IF I CAN LEARN TO FOCUS MY MIND CLEARLY ON *TWO OR MORE OBJECTS* AT THE SAME TIME, I CAN--

LOOK OUT!!

THANKS, BEN, BUT YOU NEEDN'T HAVE *BOTHERED.*

MY *REFLEXES* ARE MUCH *FASTER* THAN THEY USED TO BE.

NOT *QUITE* LIKE TELEKINESIS-- BUT THE *END RESULT'S* ABOUT THE SAME.

OKAY, SO YER READY TA TAKE ON *MARVEL GIRL* OF THE *X-MEN*-- ONE FALL, WINNER TAKE ALL.

MEANWHILE, YOU SEEN *ALICIA* AROUND?

RT STOP

SHE'S TAKEN LITTLE *FRANKLIN* OUT IN THE *COUNTRY*...

FRANKLY, BEN, SHE SEEMS TO BE DEVELOPING A REAL LOVE FOR *CHILDREN.*

COULD BE SHE'S TRYING TO *TELL* YOU SOMETHING?

WELL... SEEING AS HOW THE *SHOWER'S* EMPTY...!

SCENE CHANGE: THE CENTRAL PARK ZOO, A CALM IF SMELLY OASIS IN A TROUBLED CITY...

...THE WAY I FIGURE IT, FRANKIE, THE CAGES ARE TO PROTECT THE ANIMALS FROM US, NOT THE OTHER WAY AROUND.

PLEASE DO NOT FEED OR ANNOY T... ANIMAL...

CLICHE... BUT CUTE.

BUT YOU DIDN'T ASK ME TO MEET YOU SO WE COULD TALK ECOLOGY, JOHNNY.

TOO TRUE. I JUST WANTED TO SEE YOU-- PERIOD.

IT'S-- SOMETHING I COULDN'T HELP.

AFTER THAT LAST TIME-- WHEN YOU RAN AWAY--*

WHEN YOU BECAME THE HUMAN TORCH, TO BATTLE THAT MURDERER WHO CALLED HIMSELF THE CRUSADER--

*F.F.*164.--R.

--I DON'T KNOW, IT JUST SORT-OF FREAKED ME OUT, SOMEHOW. I CAN'T EXPLAIN IT.

NO NEED TO.

FLAMING ON IS ABOUT AS SOCIALLY-ACCEPTABLE AS STREAKING.

BUT, LIKE I SAID-- I'VE TOLD THE BOSS-MAN I WANT OUT OF THE FANTASTIC FOUR-- AND THE WHOLE SUPER-HERO SCENE.

THERE'S GOT TO BE MORE TO LIFE THAN JUST TURNING INTO A FLYING BONFIRE, AND MAYBE YOU'RE--

PLEASE, JOHNNY-- DON'T SAY IT, NOT YET.

IT'S TOO SOON FOR THAT...

MAYBE... BUT NOT FOR THIS!

"FRANKIE AND JOHNNY WERE LOVERS..."

OR, IF NOT, THEY SOON MAY BE...

BUT, ALAS, NOT THIS ISSUE-- AS, SUDDENLY--

ARRRH--! THAT SOUND--!

IT'S SO LOUD-- SO PIERCING! WHAT--?

LOOK! UP THERE--

MAKING A VERTICAL TURN, THE STRANGE CRAFT BEGINS TO **DESCEND**-- INTO THE MIDST OF WHAT HAD BEEN A **SOFTBALL GAME**...

LOOK OUT, GUYS!

THEN, ONLY SCANT **YARDS** AWAY FROM A FLAWLESS LANDING...

HEY! ONE OF THE **ROCKETS** CUT OUT! SHE'S GONNA--

--**CRASH!**

THRAK!

HOLY HANNAH! I DON'T KNOW WHERE THAT CRATE **CAME** FROM-- BUT THERE MIGHT BE SOMEBODY **HURT** INSIDE! I'VE GOT TO--

JOHNNY-- **NO!** PLEASE-- YOU SAID YOU **WOULDN'T!**

POLICE

SKREEEE

LET THE **POLICE** HANDLE IT-- **PLEASE**--!

BUT, MINUTES LATER...

WELL, AT LEAST IT'S NOT ON **FIRE**-- BUT HOW THE HECK DO WE GET **INSIDE**?

THAT **DOOR'S** SHUT TIGHTER'N A--

HOLD IT, JOE! LOOKS LIKE WE WON'T HAVE TO GET A **CROW-BAR**--

THE DOOR'S **OPENING!**

THERE'S SOMEBODY **INSIDE**-- THERE IN THE **SHADOWS**--

HE'S **COMING OUT!** HE'S--

--A **GORILLA**--!?

--AND-- HE'S **GOLDEN!!**

NOT ONLY THAT-- HE'S EVEN GLOWING! HE--

HOLY COW! WHAT A JUMP!

RRRR

JERRY! WATCH OUT!

YEAH, I'M-- HUH? DO YOU GUYS SEE WHAT I SEE?

HE'S GROWING-- RIGHT IN FRONT OF ME! IT'S NOT--

DON'T JUST STAND THERE! GET BACK HERE!

LOOKS LIKE I GOT NO CHOICE!

HANDGUNS AREN'T GONNA DO ANY GOOD AGAINST THAT BABY NOW!

ARRR

WE'VE GOT TO GET HELP-- TRY TO CONTAIN HIM HERE IN THE PARK!

ONE WHO DOES NOT FLEE, HOWEVER-- EVEN AS THE GLOWING GOLDEN APE SWELLS WITHIN MERE MOMENTS TO GARGANTUAN PROPORTIONS-- IS THE YOUTH NAMED JOHNNY STORM...

THAT MONKEY'S THE BIGGEST THING SINCE TOMAZOOMA! I'VE GOT TO--

FLAME ON!

FOR YEARS, THIS YOUNG MAN HAS LET NOTHING STAND BETWEEN HIMSELF AND THE FORCES WHICH, TIME AND AGAIN, HAVE SEEMED TO MENACE A TROUBLED PLANET...

YET NOW, RECALLING A RECENT TIME, HIS MIND'S EYE CAN SEE THE LOOK OF HORROR AND REVULSION WHICH HAVE FROZEN HIS LOVELY COMPANION'S FEATURES...

...AND HE RETURNS AS SWIFTLY AS HE LEFT!

I'M-- BACK, FRANKIE.

I GUESS-- IF I'M GONNA GIVE UP BEING A SUPER-HERO-- I'VE GOT TO START SOME-TIME--

--AND IT MIGHT AS WELL BE NOW!

ANYWAY, I'M SURE THE POLICE CAN HANDLE THAT OVER-GROWN APE, SOON AS THEY GET SOME HEAVIER GUNS.

AT LEAST-- I HOPE THEY CAN!

AT THAT MOMENT, THE GREAT JAWS OF THE HUGE BEAST **PART** HORRIBLY--

AND, THRU GLEAMING **FANGS**, THERE COMES A FRIGHTENING, HIGH-PITCHED **SCREECH**--

--WHICH **UNFREEZES** THE HUMAN TABLEAU BEFORE HIM, AND STIRS THE BROTH OF **PANIC!**

FRANKIE-- WAIT UP!

BLAST! I WAS HOPING THAT MONSTER'D **STAY PUT**-- GIVE ME A CHANCE TO CALL **REED**--

"BUT NOW, IT'S HEADING OUT ONTO **FIFTH AVENUE**-- WHERE IT'S DEFINITELY GONNA BE A **HAZARD TO NAVIGATION**, EVEN THOUGH IT HASN'T TRIED TO **WASTE** ANYBODY YET!

"GOT TO GET **FRANKIE** TO SAFETY--

"--AND JUST HOPE NOBODY GETS **KILLED**-- BEFORE I FIGURE OUT WHAT **I'M** GONNA DO!"

RARRR

MEANWHILE, THE SNARLING BEHEMOTH STALKS THE FEAR-FILLED STREETS OF AN ALREADY BELEAGUERED **CITY**--

--A CITY WHICH HAS SEEN THE **CINEMATIC** RAMPAGES OF **KONG** AND ANOTHER CELLU-LOID SIMIAN OR TWO--

--BUT NEVER THE **REAL THING!**

I THOUGHT-- IT WAS JUST A **PUBLICITY STUNT**--

-- FOR ONE OF THOSE **NEW MOVIES** ABOUT **KING KONG!**

WELL, IT **AIN'T**--SO **RUN!!**

JUST **THEN:**

WHO CAN **SAY** WHETHER IT IS **BESTIAL INSTINCT** WHICH CAUSES SAVAGE EYES TO ALIGHT, SUDDENLY, ON THE BLOCKS-DISTANT **BAXTER BUILDING**--

--OR SOME **HIGHER** DESIGN?

WHAT **MATTERS**, RIGHT NOW, IS THAT HE MAKES TOWARD IT, AND BEGINS TO **CLIMB**...

BAXTER B

...PASSING THE **37th** FLOOR...

...WITHOUT A **SECOND GLANCE**...

...TILL HE REACHES THE **38th!**

WELL, I LIKE **THAT!**

WE FINALLY GET A CHANCE TO HAVE A NICE QUIET **LUNCH** TOGETHER, AND--

JUST **TEN SECONDS**, HONEY-- **HONEST.**

AS A MATTER OF FACT, IT MAY BE CONSIDERABLY **LONGER** THAN THAT...!

REED-- **HELP!!** NO **TIME** TO--

SUE! I'LL-- **UNNHHH--!**

SK RASH!

THUMP!

HURLED AGAINST WHAT A SECOND AGO WAS **COMPLEX MACHINERY**, AND IS NOW SHATTERED **RUBBLE**, REED RICHARDS IS STUNNED INTO MOMENTARY **UNCONSCIOUSNESS**--

AND IT IS NOT HIS **WIFE** HE SEES WHEN HIS EYES **OPEN** ONCE MORE...

GLAD YOU'RE BACK **AMONGST** US, PAL. BUT--THAT **NOISE** I HEARD--

--AND THAT **HOLE!?** WHAT--?

QUICK, BEN! LOOK **OUT** IT, WHILE I--

I FOUND WHAT YOU **WANTED** ME TA FIND, REED--

-- BUT I **DON'T** THINK YER GONNA **LIKE** IT!!

GOOD LORD! I'M NOT SURE JUST WHAT'S GOING ON HERE-- BUT WE'VE GOT TO STOP THAT MONSTER, BEFORE HE KILLS SUE!

COME ON, BEN! WE'LL DO BETTER IF WE CAN BUZZ AROUND HIM IN THE FANTASTICAR!

CHECK! I'M RIGHT BEHIND YA!

NO GO! HE MUST BE STANDING ON OUR ROOF EXIT--ACCIDENTALLY BLOCKING IT.

BEN--

SOME THINGS, STRETCH--

--I DON'T NEED COACHIN' ON!

SPLAM!

ONE GOOD THING-- AT LEAST THAT GLOWIN' GORILLA AIN'T HURT SUZIE YET-- BUT HOW COME SHE AIN'T USED HER FORCE FIELDS ON 'IM?

WHERE D'YA THINK HE CAME FROM, ANYHOW-- AND WHY'D HE--?

THOSE ANSWERS WILL HAVE TO WAIT, BEN.

YEAH, I GUESS YER RIGHT.

THE FIRST ITEM OF BUSINESS IS TO CLUE IN OL' HAIRY-PAWS HERE--

--THAT IT'S CLOBBERIN' TIME!

FRAK!

YEEEOW!! LOOKS LIKE HIS **WATCH** IS STOPPED!

GRARR

MY BLOW JUST **BOUNCED OFF** THAT GOOFY GOLDEN **GLOW** AROUND 'IM--

--AND HIS **FOLLOW-THRU** IS SENDIN' **STRETCH** OFF LIKE A **SHOT!**

REED-- NO!!

SOMETHING ABOUT THIS APE'S **GLOW**-- WEAKENING MY **POWERS**--CAN'T TURN **INVISIBLE**, OR USE MY **FORCE FIELDS** ON HIM!

AND NOW-- IF **REED** DOESN'T GAIN CONTROL OF THE **FANTASTICAR**--!

*YEP, SKEPTICAL ONE-- ALL THOSE THOUGHTS, AND MORE, **CAN** PASS THRU THE THE HUMAN MIND IN A **SPLIT SECOND.***

THROM!

*IN THE SAME LENGTH OF TIME, **BEN GRIMM** CAN INITIATE A MORE **DIRECT** RESPONSE--*

I KNOW THIS AIN'T LIKELY TA DO MUCH **GOOD**, BUT WHAT **ELSE** CAN I DO--**TICKLE** 'IM TA DEATH?

C'MON, REED-- YOU CAN PULL **OUTTA** THAT DIVE-- I KNOW **YOU** CAN!

*AND, TO **RETURN** MOMENTARILY TO THE FABULOUS F.F.'S ERSTWHILE LEADER, WHO IS GAINING **MOMENTUM** AT A FRIGHTENING PACE...*

GOT TO GET THE 'CAR UNDER **CONTROL**-- BEFORE I PLOW RIGHT THRU THAT **ROOF**--

--KILL **MYSELF**-- AND MAYBE HALF A CITY BLOCK **WITH** ME!

COME ON, YOU GO-DEVIL--

UP! UP!

*THEN, ITS NOSE **RISING** AT THE LAST POSSIBLE INSTANT, THE CAREENING CRAFT **SKIDS** SICKENINGLY, TO COME TO A FINAL AGONIZING **HALT**--*

SKRRAKKKK

*--JUST **INCHES** AWAY FROM RUNNING OUT OF **ROOF!***

--AND SO THE BATTLE RAGES **ON**, WITH THE FANTASTIC FOUR SEEMINGLY **HELPLESS** AGAINST THIS GIGANTIC **GOLDEN APE** FROM OUT OF **NOWHERE**--!

THE F.F.-- IN **TROUBLE!?** I'LL--

JOHNNY-- **NO!** YOU **SAID**--

LOOK-- I **LIKE** YOU, FRANKIE-- A **LOT.**

BUT I CAN'T LET MY **FRIENDS**-- AND MY **SISTER**-- GET KILLED WHILE I HEAR ABOUT IT ON **FM RADIO!**

I'M CUTTIN' OUT--**NOW**--

--AND I DON'T KNOW **WHICH** OF US I RESPECT **LESS:**

YOU, FOR ASKING ME NOT TO GO--

--OR **ME,** FOR NOT **WANTING** TO!

WHILE, AT THE OPEN WINDOW, **FRANKIE RAYE** SUDDENLY KNOWS THE **TRUTH** AT LAST--

--THAT ALL THIS HAS **HAPPENED** TO HER--

--**BEFORE!**

I DON'T **GET** IT! FRANKIE'S **NOT** JUST ANOTHER **DORRIE EVANS,*** PLAYING HIGH-SCHOOL **GAMES**-- BUT STILL--!

WELL, **SHELVE** THE INTROSPECTION, STORM--

IT LOOKS LIKE BROTHER **BENJY** HAS JOINED THE **FAY WRAY LOOK-ALIKE CONTEST!**

HE AND SUE ARE STILL **MOVING**-- AND **REED'S** OKAY--

*JOHNNY'S TEENAGE SWEETHEART-- REMEMBER?-- ROY.

--BUT NOW IT'S TIME TO SEE WHAT A **HUMAN TORCH** CAN DO!

'WAY TA GO KID!

ARRR

YER **FIREBURSTS** ARE GETTIN' **THRU** HIS GLOW, SOMEHOW, AND THERE AIN'T **NUTHIN'** HE CAN DO TA--

--**HURT** YA!

MMMFFF--!

WHUMP!

ONLY JOHNNY'S **TRAJECTORY**-- STREAKING **AWAY** FROM THE GORILLA AT THE MOMENT OF IMPACT-- SAVES THE YOUTHFUL FIREBRAND FROM BECOMING A BAG OF **SHATTERED BONES**--

AND, FROM THERE ON--

GOOD LORD!

--IT'S MR. FANTASTIC'S DEPARTMENT!

KLOOMP!

NICE CATCH! HOW'S THE TWERP?

JUST-- GOT THE BREATH-- KNOCKED OUT OF HIM. SAME HERE.

NOR DOES BEN NOTICE HOW VERY SLOWLY THE ELASTI-CIZED ARM OF HIS OLD FRIEND RESUMES ITS FORMER SHAPE...

AS...

I'VE DONE IT! MANAGED TO PUT AN INFINITESIMAL FORCE FIELD TIGHT AROUND MY BODY--

--ONLY A FRACTION OF AN INCH THICK--

NOW-- I'VE EXPANDED IT-- JUST A LITTLE--!

TIME FOR-- ONE FINAL--

--TRY!

KRKRA

STARTLED BY THE SURGE OF POWER WITHIN HIS VERY PAW, THE GRUNTING BEAST RELEASES HIS CAPTIVE--

--AND THE REST IS INSTANT HISTORY!

SUE! THANK GOD YOU'RE SAFE!

WE COULDN'T FIGURE OUT HOW TO--

I'M A CARD-CARRYING F. F. MEMBER, DARLING...

THE DAY I'M GOOD FOR NOTHING BUT A HOSTAGE IS THE DAY I HANG UP MY LEOTARDS.

BUT, I STILL WOULDN'T MIND IT MUCH... IF YOU HELD ME... JUST A LITTLE...!

I-- WOULDN'T MIND IT MYSELF, HONEY.

HEY-- LOOK!

UH OH! NOW WHAT?

LOOKS LIKE OUR FINE FURRY FRIEND IS REALLY HACKED OFF!

AHHH

FROM!

JOHNNY! FOR SOME REASON, YOUR FLAME SEEMS TO NEGATE HIS PROTECTIVE GLOW. CAN YOU--?

I'LL GIVE IT A GO, BOSS-MAN.

NOT WITHOUT ME YA DON'T, KID!

OKAY, GRUESOME! BUT, I SURE WISH-- YOU'D GO ON A DIET!

BITE YER TONGUE! I'M DOWN TA 480.

BY THE WAY, WEREN'T YOU QUITTIN' THE HERO BIZ?

MY RETIREMENT CAN WAIT, BEN-- TILL NEW YORK CITY IS SAFE AGAIN.

THEN YOU GOT A JOB FOR LIFE!

WOW! LOOKIT THAT BOZO!

DINO deLAURENTIIS COULD SAVE A FORTUNE, IF HE JUST HAD A POLAROID.

NEVER MIND THE "IN" JOKES!

HERE! I'LL BLAST THAT HUNK OF CONCRETE OUT OF HIS HANDS--

--AND, SINCE THAT SEEMED TO LESSEN HIS GLOW A LITTLE, DO YOU THINK YOU CAN--?

I SURE CAN, BOOBIE!

FIZZAP!

THUNK!

THAT ONE GOT TO 'IM -- I CAN TELL!

YOU'RE RIGHT. BUT, WE CAN'T LET UP NOW.

HEY! DON'T JUST SET ME DOWN LIKE THIS!

WHAT AM I SUPPOSEDTA DO-- STEP ON HIS TOE?

SUE-- JOHNNY'S KEEPING THE APE BUSY-- BUT THAT'S ABOUT ALL.

CAN YOU SURROUND HIM, SOMEHOW -- WITH A GIANT FORCE FIELD!

I'LL TRY, REED.

THAT BEAST SEEMS -- STRANGELY PATHETIC, SOMEHOW --

BUT, HUMAN LIVES ARE IN DANGER AS LONG AS HE'S RUNNING AMOK--

SO THIS HAS GOT TO WORK!

IT *IS* WORKING, HONEY! I CAN'T *SEE* THE FORCE FIELD, OF COURSE--

BUT, IT WORKED ON THE *HULK*, AND NOT EVEN A *MONSTROUS GORILLA* CAN-- *WHAT*--?

SOMETHING *ELSE* IS HAPPENING-- IT--

WE *SEE* IT, REED. HE'S-- *SHRINKING!*

AS SOON AS HE'S *UNCONSCIOUS*, JOHNNY, *GRAB* HIM-- SO HE DOESN'T FALL ON THE *BY-STANDERS* BELOW!

ROGER, R. R.

JUST *HOLD* 'IM ANOTHER FEW SECONDS, SIS, TILL HE *ZONKS OUT*--

--AND I GET IN *POSITION.*

JOHNNY! I-- I *CAN'T*--!

THE *SIZE* OF THE FORCE FIELD-- HIS *STRENGTH*--TOO MUCH *STRAIN!* I--

HOLY SMOKE!

HE *FELL*-- BEFORE I COULD GET *HOLD* OF HIM--

HE'S FALLING RIGHT STRAIGHT TOWARD THAT *CROWD* BELOW--

--AND I DON'T KNOW IF I CAN *CATCH* HIM IN TIME!

GOT HIM!

BUT-- I CAN ONLY-- SLOW HIM DOWN!

CAN'T-- KEEP MY GRIP--

I DROPPED HIM!

THE PEOPLE BELOW HAD TIME TO CLEAR THE DECK--

BUT IT LOOKS LIKE THE APE'S HAD IT!

SEZ WHO, SPROUT?

AXTER LDING

BEN! DON'T RISK--

YOU STAY OUTTA THIS, KID-- I MEAN IT!

THAT BIG MONKEY'S GOT THE ONLY KISSER I'VE SEEN IN WEEKS THAT'S UGLIER'N ME OR OL' GREEN-SKIN--

--AN' THAT MAKES 'IM WORTH KEEPIN' AROUND!

THWOOM!

NICE SAVE, BLUE EYES. BUT, HE'S NOT MOVING. IS HE--?

NAAH-- HE'S JUST OUT COLD. HE-- HEY! WHAT'RE WE SO WORRIED ABOUT?

HE'S JUST A GOLD-FINGER VERSION OF A GORILLA-- AND NOT EVEN A GIANT NO MORE.

I GOT THE BRONX ZOO A NEW INMATE, AND THAT'S JUST ABOUT IT.

MINUTES LATER, THE F.F. HAVE MANAGED TO OBTAIN **TEMPORARY CUSTODY** OF THE SHRUNKEN CREATURE...

IN **HERE**, BEN, AN APPARATUS I ONCE PREPARED FOR THE **HULK** OUGHT TO HOLD A MERE **APE.**

I'LL DO IT.

JUST **POINT** ME, SOMEBODY. IT'S HARD TA SEE **OVER** 'IM.

THERE! LOVABLE CUSS, AIN'T HE? AND DON'T WORRY, STRETCH--

GLAD TO **HEAR** IT.

I WON'T **BUST 'IM LOOSE,** LIKE I DID THE **HULK.**

STRANGE THAT HIS **GLOW** CEASED WHEN HE SHRANK.

IF ONLY HE'D HAD A **HUMAN MASTER** ALONG IN THAT VEHICLE, TO **TELL** US HOW HE--

I-- DON'T **NEED**-- A HUMAN MASTER,

I AM-- **GORR.**

NICE TA **MEET** YA, PAL, BUT THAT WON'T-- **HUH??**

REED-- DID YOU--?

WE **DID,** BEN!

THE GORILLA TALKED!

AND WHY SHOULD I **NOT**-- EVEN THOUGH MY THROAT WAS NOT **MADE** FOR HUMAN SPEECH--

--WHEN MY WHOLE **MISSION**-- FOR WHICH I CAME NEARLY **200 MILLION MILES**-- WAS TO **FIND** SOMEONE LIKE YOU FOUR--

--AND **ENLIST YOUR AID,** BEFORE IT'S TOO LATE, AGAINST--

--GALACTUS!

TO BE CONTINUED!

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"CRY, THE BEDEVILED PLANET!"

THEY TRAVELED 200 MILLION MILES TO DO BATTLE WITH—

THE DESTROYER

—BUT WILL THEY LIVE—TO WALK THE EARTH AGAIN??

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FORGET THE FACT THAT THE BEING SHACKLED TO THE WALL IS, TO ALL OUTWARD APPEARANCES, A GORILLA.

FORGET EVEN THE BEING'S COLOR--THE GLEAMING GOLDEN HUE OF HIS FUR.

AND TRY, IF YOU CAN, TO FORGET THAT JAWS NEVER DESIGNED FOR HUMAN SPEECH HAVE JUST MOUTHED WORDS.

FORGET ALL THAT. IT'S NOT IMPORTANT. WHAT IS IMPORTANT, HOWEVER, IS THE NAME THE BEAST HAS DARED TO UTTER--FOR NO MAN MAY FORGET--

--GALACTUS!

AND BY THE POWERS THAT BE--ONLY YOU FOUR CAN STAY HIS COMING!

CRY, THE BEDEVILED PLANET!

ROY THOMAS	BILL MANTLO	GEORGE PEREZ	JOE SINNOTT
PLOT & EDITING	SCRIPT	ART	INKING

JOE ROSEN... LETTERER | PETRA G... COLORIST

REED! HE--HE *TALKED!* CALLED HIMSELF A NAME-- *GORR!*

I *KNEW* THERE WAS *MORE* TO HIM THAN THERE *SEEMED* TO BE!

YA MEAN YA FOUND THE *ZIPPER* TO HIS *MONKEY SUIT?*

STOP IT, BEN! YOU KNOW HE'S A *REAL* GORILLA! NONE OF THAT *MATTERS!*

THE *ONLY* THING THAT *MATTERS* IS WHAT HE KNOWS ABOUT--

--*GALACTUS!*

THERE IS *FEAR* IN YOUR VOICE, HUMAN. THAT IS... *GOOD.*

IT IS *WISE* TO FEAR THAT WHICH HOLDS ONE'S VERY *EXISTENCE* IN ITS *HANDS!*

BUT, I AM *GORR*--

"--AND I WAS *SENT* SO THAT WHICH WAS *FEARED* MIGHT NOT BECOME A *REALITY!*"

AWRIGHT-- SO WE *KNOW* ABOUT YER *ROCKET* CRASHIN' IN THE *PARK!* THE KID *SAW* THAT! *

*LAST ISH-- *RASCALLY.*

BUT THAT DON'T EXPLAIN YER STARTIN' TO *GROW*--OR THAT WEIRD *GLOW* THAT KEPT THE COPS' *BULLETS* FROM HITTIN' YA--

--AN' THAT EVEN KEPT *ME* FROM *CLOBBERIN'* YA ALL OVER THE *LANDSCAPE* DURIN' YER *KING KONG ACT!*

AN' IT SURE AS *BLAZES* DON'T GIVE A *CLUE* AS TO WHY YA UP AN' *ATTACKED US!*

I MEAN, IT'S A LITTLE *TOUGH* TO TAKE THE *WORD* OF SOMEBODY WHAT JUST TRIED TO *PULVERIZE YA,* IF YA GET MY *DRIFT?*

IF IT IS **ANGER** THAT CAUSES GORR'S LIPS TO DRAW BACK... HE **MASTERS** IT.

"I...DID NOT **CHOOSE** MY ACTIONS, HUMAN.

"IT WAS YOUR **ATMOSPHERE** THAT CAUSED ME TO **GROW**...AND IN MY **PANIC**, I LOST CONTROL OVER THE THING CALLED **LANGUAGE**...FOR IT IS **NEW** TO ME.

"BUT THE **SHE-HUMAN** SOMEHOW SHIELDED ME FROM THE ADVERSE AFFECTS OF YOUR **AIR**.

"THE PANIC **PASSED** AND I REGAINED MY **NORMAL** SIZE--

"--ALMOST TOO **LATE!**"

THANK YOU, HUMAN-- FOR SAVING GORR'S **LIFE!**

YA STILL AIN'T **SAID** NUTHIN' TO MAKE ME SURE I SHOULDN'T **REGRET** DOIN' IT, PAL!

NO. BUT YOU STILL HAVEN'T EXPLAINED ABOUT **GALACTUS!**

HUSBAND OF MINE--

--HOW MUCH WOULD **YOU** FEEL LIKE EXPLAINING-- IN **CHAINS?**

THEY DO NOT **SEE**, SHE-HUMAN! EVEN WITH THE **FEAR** CLOSE UPON THEM--

--THEY CHOOSE **NOT TO UNDERSTAND!**

BUT THERE IS NO TIME!!

WHAT WAS IT REED RICHARDS HAD **SAID?** "AN APPARATUS ONCE PREPARED FOR THE **HULK**"?

SKRAKK!

LOOK OUT, BEN!

HE'S BREAKING FREE!

YOU GOT A **COPYRIGHT** ON THAT REMARK, SPROUT?

OR CAN I **QUOTE** YA ON IT?

HOLD **STILL**, YA BLASTED APE!

THE GOLDEN GORILLA NO LONGER ATTEMPTS TO **HOLD** HIS ANGER...

...AND IF THEY HADN'T BEEN QUITE **SURE** BEFORE...

...HE PROCEEDS TO **PROVE** THAT HE IS NO MERE "**APE**."

HEY! **NOBODY** MOVES THAT **FAST!**

WHOM!

IT'S YOUR **EXO-SKELETON**, BEN! AS **GOOD** AS IT **IS**-- YOU STILL MOVE A BIT **SLOWER** THAN YOU WOULD **NORMALLY!**

BUT NO SUCH PROBLEM IS STOPPING **ME** FROM DOING **THIS!**

YOU FOOLS! YOU PITIFUL **FOOLS!**

IF I'M **WRONG** I'LL **APOLOGIZE**, GORR--TO BOTH YOU **AND** MY WIFE!

BUT IT WASN'T SO **LONG AGO** THAT THE AVENGERS TOLD US OF **IRON MAN'S** BATTLE WITH THE **RED GHOST AND HIS SUPER-APES** AND--*

*IRON MAN #81-82--ROY.

--UNNHHHH!

REED!!

WITNESS A WOMAN **TORN** BETWEEN HER SENSE OF **REASON** AND THE FEELINGS OF HER **HEART**...

...AND **WATCH** AS HER HEART **TAKES OVER.**

I WANTED TO GIVE YOU A **CHANCE**, GORR!

I WOULD HAVE MADE THEM **LISTEN** TO YOU!

BUT NO ONE HURTS MY **HUSBAND!**

NOT WHEN THE **INVISIBLE GIRL** IS AROUND TO **STOP IT!!**

YOUR WORDS FILL ME WITH A GREAT **RESPECT**, SHE-HUMAN!

AND I WISH NONE **HARM!**

BUT IF YOU ONLY KNEW THE **FEAR** AS I DO--YOU WOULD NOT TRY TO **HOLD ME!**

IF YOU'D JUST STOP **FIGHTING** US, PERHAPS--

--OHHH!

THERE IS NO TIME TO **AVOID** THE HURTLING FORM OF THE MAN SHE **LOVES.**

NO TIME TO PROJECT A **FORCE-FIELD** THAT MIGHT KEEP THEM **BOTH** FROM HARM.

WHAT IS DONE IS **DONE.**

SIS!!

AND ONE WHO MIGHT HAVE HELD **BACK** IS NOW FORCED TO **JOIN** THE BATTLE...

...WITH A WILL!

THAT DOES IT, PAL! I DON'T CARE WHAT THIS "FEAR" OF YOURS IS--

--BUT YOU JUST MESSED WITH MY RELATIONS!

RAARR!

WILLYA LOOK AT THAT?

THE BLINKIN' MONKEY'S SCARED'A THE KID'S FIRE!

FZZAPT!!

YES! I DO FEAR THE RED FLOWER!

BUT EVEN THAT WOULD I FACE--

--RATHER THAN THAT OTHER!

THE BURST OF FLAME PASSES OVER ITS ANTHROPOID TARGET...

...INADVERTENTLY PROVIDING GORR WITH A MEANS OF ESCAPE.

NOW YA DONE IT, HOTSHOT!

FUR-FACE IS GETTIN' AWAY!

LISTEN, BEN--I DIDN'T WANT TO BE IN ON THIS IN THE FIRST PLACE!

I STILL WANT OUT OF THIS TEAM--AND A CHANCE TO LIVE A NORMAL LIFE!

HOW? I DIDN'T KNOW THEY MADE HOUSES OUTTA ASBESTOS!

YA CAN'T HAVE IT BOTH WAYS, KID!

WHY NOT? YOU DO!

YEAH. THAT'S RIGHT.

REED, ARE YOU--

NOT NOW, SUE! DON'T ANY OF YOU REALIZE WHERE GORR IS?

THAT'S THE ROOM WHERE THE FANTASTICAR IS DOCKED!

YER ACTIN' LIKE YA THOUGHT THAT BLASTED APE COULD FLY IT, STRETCH!

AND WHY NOT, HUMAN?

HUH? IT TOOK LUKE CAGE A WHOLE MORNIN' TO--

ISN'T IT OBVIOUS THAT A BEING CAPABLE OF PILOTING AN INTER-STELLAR SPACECRAFT--

--SHOULD BE MORE THAN ABLE TO PILOT THIS SIMPLISTIC CRAFT?

YEAH.

OBVIOUS.

FIRST POWER-MAN*-- AN' NOW AN APE!

MAYBE WE OUGHTTA CHANGE OUR NAME TO THE FT/--

--THE FANTASTICAR TRAININ' INSTITUTE!

*THE F-CAR WAS STOLEN BY A POSSESSED LUKE CAGE IN FF*170--ROY.

"OKAY, BIG BRAIN! WOTTA WE DO NOW?"

FOR THE ANSWER TO THAT, YOU COULD CHEAT AND SKIP TO THE LAST PANEL... BUT, THEN YOU'D MISS A LOT OF ACTION...!

THEIR SUN IS SETTING! ANOTHER HOUR AND I WILL BE TOO LATE!

THE HUMANS STILL SWARM ABOUT MY SHIP!

NOT DARING TO GO NEAR IT--

--YET NOT DARING TO LEAVE IT ALONE!

JERRY! AIN'T THAT THE FANTASTICAR?

YEAH! I WAS WONDERING WHEN ONE OF THOSE SUPER-GROUPS WOULD SHOW UP!

TOO BAD IT'S NOT THE AVENGERS, THOUGH--

--THAT BALD CHICK THAT'S JOINED THEM REALLY SENDS ME!

WAIT A MINUTE!

THAT'S NOT THE FF! IT'S--

--THE GOLDEN GORILLA AGAIN!!

OUT OF MY WAY, HUMANS!

OUT OF MY WAY!

AND-- HE'S TALKIN'!

SOMEHOW I GET THE FEELIN' WE'VE BEEN THROUGH THIS BEFORE! LIKE JUST A FEW HOURS AGO!

JERRY-- THAT WHIRRING SOUND! UP IN THE SKY!

LOOK!

WHY DOES THERE HAVE TO BE A JOKER IN EVERY CROWD?

HAZARDS OF THE TRADE, JOHNNY!

GORR'S BROKEN THROUGH THE POLICE CORDON!

AN' THAT AIN'T ALL, STRETCH--

--HE'S HIGH-TAILIN' IT BACK INTO HIS SHIP!

THEN HE'S TRAPPED HIMSELF, BEN! JOHNNY TOLD US HIS SHIP SEEMED DISABLED!

WHY DOESN'T SOMEBODY GO IN AFTER HIM?

AIN'T YOU SOMEBODY?

THAT'S NOT WHAT HE MEANS!

IT'S NOT OUR JOB TO RISK OUR LIVES!

NAW! BUT YA DON'T MIND ASKIN' US TA DO IT FOR YA!

THE SHIP'S HATCH, REED!

GORR LEFT IT OPEN!

BE CAREFUL, BEN! WE HAVE NO WAY OF KNOWING WHAT WE'RE GETTING INTO--

--OR EVEN WHETHER GORR WAS ALONE IN THE SHIP!

SHEESH! A GUY GUY CAN'T EVEN WALK THRU A DOOR WITHOUT YOU COMIN' ON LIKE A MOTHER HEN!

SORRY, BEN! IT MUST BE THAT YOUR NO LONGER THE "REAL THING" THAT'S CAUSING ME TO BE SO OVER-PROTECTIVE!

MAYBE, BROTHER-IN-LAW-- BUT YOU'RE THAT WAY WITH ALL OF US!

AND I'M NOT WEARING AN EXO-SKELETON!

HOLY SMOKES! THE DOOR--

--IT'S SWINGIN' SHUT!

REED! THE SHIP! IT'S MOVING!

GRAB HOLD OF ANYTHING YOU CAN! QUICKLY!

THIS BLASTED ARMOR I'M LUGGIN' AROUND AIN'T RESPONDIN'!

THE SHIP WASN'T DISABLED! IT WAS ALL A DECOY! A BLIND!

GORR BAITED US -- AND WE FLEW RIGHT INTO IT!

LIKE SHEEP TO THE SLAUGHTER!

THE SHIP'S TAKING OFF--

--AND WE'RE GOING WITH IT!!

UNGH! BEING... PUSHED... ALMOST THRU THE FLOOR!

STRETCH! THIS STUPID SUIT... AIN'T WORKIN'!

MAKE IT... WORK, BEN!

I CAN'T DO... EVERYTHING... FOR YOU!

HOW CAN WE FIGHT... GRAVITY?

YOU CAN'T.

YOU JUST GRIT YOUR TEETH AND BEAR THE EVER-INCREASING GRAVITATIONAL PRESSURE.

JUST AS YOU BEAR THE RAPID TEMPERATURE CHANGES, UNTIL THE SHIP'S LIFE-SUPPORT SYSTEMS ADAPT THEMSELVES.

JUST AS YOU BEAR THE KNOWLEDGE THAT YOU ARE NO LONGER ON EARTH, AS YOUR SCREAMING EYES CATCH FLASHES OF UN-FILTERED STARLIGHT.

YOU BEAR IT... AND HOPE THAT WHEN IT'S FINALLY OVER...

...YOU'LL BE LUCKY ENOUGH TO BE ALIVE!

SUE! ARE YOU--?

I'M... ALL RIGHT, REED.

THE PRESSURE'S EASED OFF!

HOTCHA! THIS HERE TINKER TOYS COMIN' BACK UNDER CONTROL!

BULLY FOR YOU, BLUE-EYES!

GREETINGS. I AM OVER-JOYED TO FIND THAT YOU HAVE ALL--

--SURVIVED!

NO THANKS TO YOU, KING KONG!

HOLD IT, BEN! WE'RE THE CAPTIVES NOW!

BALONEY, REED! THAT APE'S GOT SOME ANSWERING TO--

IT'S HIS TURN NOW, JOHNNY! WE HAD OURS!

WE'RE LISTENING, GORR!

THAT IS ALL I HAVE EVER ASKED, HUMAN!

BUT, THOUGH MY TALE IS OF THE FEAR--

"--IT MUST BE *PRECEDED* BY THE TALE OF *ANOTHER!*

"ONE WHOM *I* MUST CALL MY *FATHER*-- MY *LORD*-- MY *CREATOR!*

"ONE WHOM OTHERS HAVE CALLED-- *THE HIGH EVO-LOUTIONARY!*"*

THE *INTERNAL FIRES* COOL! *CLOUDS* FORM! *WATER* BEGINS TO COLLECT!

I HAVE CREATED A *NEW EARTH!*

A COUNTER-EARTH!

*SEE *MARVEL PREMIERE**1*. --ROY.

"IT WAS TO BE A WORLD WITHOUT *BLEMISH*--WITHOUT *SIN!*

"BUT, THE CREATOR *SLEPT*, LEAVING A GOLDEN-HUED *NAME-LESS ONE* WATCHING FROM *SPACE*--

"--AS *EVIL*--IN THE GUISE OF THE MURDEROUS *MAN-BEAST*--

"--ENTERED AND *DESTROYED* THE DREAM OF *PEACE*--

"--*FOREVER!*

"THE SINLESS MEN OF COUNTER-EARTH WERE *TAUGHT*, THEN, THE NATURE OF THE *BEAST!*

"YET THE GOLDEN ONE TOOK *REVENGE!* HE WAS CALLED *ADAM WARLOCK*--

"--AND MY LORD SAW THAT THIS WAS *GOOD!*

"IN *TIME*, HE BECAME THE *DELIVERER* OF THIS OTHER EARTH--

"--AND THE MAN-BEAST WAS *DESTROYED!*"*

*COURTESY OF THE INCREDIBLE *HULK**178--ROY.

COME *OFF* IT, APE-MAN! WE'RE TOO OLD TO BELIEVE IN *FAIRY-TALES!*

DON'T BE *TOO* SURE, JOHNNY! WHAT IS *GALACTUS*, AFTER ALL--BUT A FAIRY-TALE COME *TRUE*-- AND TURNED INTO A *NIGHTMARE?*

BUT SURELY, GORR-- IF SUCH A WORLD AS COUNTER-EARTH *EXISTS*--

--THE *REAL EARTH'S* INSTRUMENTS WOULD HAVE *DETECTED* IT LONG AGO! ITS SHEER *MASS*--

--IS *HIDDEN* BEHIND A SCREEN OF *ANTI-PARTICLE FORCE!*

EVEN *LIGHT RAYS* CAN BE MADE TO *BEND* ABOUT IT!

LISSEN, CHUM! ALL THIS IS *PEACHY-KEEN*--

--*OTHER EARTHS*, A TALKIN' *GORILLA* DRESSED TA *KILL*--

BUT, *YOU* WOULD KNOW ABOUT--

--*GALACTUS?*

AGAIN I MUST BEG YOUR *PATIENCE*, FOR THAT *NAME OF NAMES* IS BOUND UP IN MY *TALE!*

THE *HIGH EVOLOUTIONARY* BROODED OVER THE FATE OF HIS COUNTER-EARTH-- NOW NO *DIFFERENT* FROM ANY OF THE MANY OTHER WORLDS THAT FLOAT THROUGH *SPACE!*

AND I, IN MY *CAGE*-- BESTIAL AND *UN-THINKING*-- EVEN *I* SENSED HIS... *DESIRE!*

FOR, STILL DID HE HUNGER AFTER *PERFECTION!*

STILL DID HE BEAR THE HOPES OF A *GOD!*

AND SO DID HE BEGIN TO CREATE *ANEW*--

--DECIDING TO EVOLVE *PLANTS*-- *VEGETATION*-- RATHER THAN *ANIMAL* FORMS!

HE *WORKED* THEN AT THE BUSINESS OF A *CREATOR*-- LOCKED SILENT WITHIN THE ARTIFICIAL *ASTEROID* HE'D FASHIONED AS HIS *HOME*--

--UNTIL THE *FEAR* SOUGHT HIM *OUT!*

SKROOM!

SOMETHING HAD STRUCK THE ASTEROID A *GLANCING BLOW*-- CUTTING ALL *POWER!*

--BUT THE FACT THAT THE *ANTI-PARTICLE SHIELDS* HAD BEEN *BREACHED* ABOUT *BOTH* COUNTER-EARTH AND THE ASTEROID!

IT WAS NOT THE *IMPACT* THAT BEGAN TO FILL HIS SOUL WITH *DREAD*-- OR THE *DARK*--

IT WAS BUT THE WORK OF A *MOMENT* TO ACTIVATE THE *VIEWSCREENS!*

A MOMENT WHEREIN THE CREATOR MOUTHED *WORDS* WHOSE MEANING I ONLY *LATER* CAME TO *UNDERSTAND!*

FOR THE WORDS WERE THOSE OF A *PRAYER* COMMON TO THE WORLD OF HIS *BIRTH!*

YOUR WORLD, HUMANS!

FOR, DURING THOSE FEW MOMENTS WHEN IT WAS POSSIBLE-- *THE DESTROYER HAD SENSED THE EXISTENCE OF COUNTER-EARTH!*

THE *DESTROYER*-- HE WHOM, AS YOU DOUBTLESS KNOW, HAS BECOME THE SKY-SPANNING HERALD OF *GALACTUS!**

**SEE THOR* 228.--R.T.*

I... *SCREAMED* AS MY GENES WALKED THE PATH OF *MILLENNIA* IN MERE *SECONDS!*

SCREAMED AT THE BIRTH OF *THOUGHTS* WITHIN ME I HAD NEVER BEFORE *KNOWN!*

WITH AN *URGENCY* SUCH AS I HAD NEVER *SEEN* IN HIM, HE LED ME TO THE *SLAB!*

AND WHEN THE PROCESS WAS *DONE*-- AND I WAS MADE TO *UNDERSTAND* ALL THERE WAS TO *KNOW*--

--THE CREATOR DISPATCHED ME TO SEEK *AID!*

FROM THE *FIRST* EARTH! FROM THOSE WHO HAD FACED THE *FEAR*--

--AND *TRIUMPHED* OVER IT!

THAT'S QUITE A *STORY*, GORR--

----BUT WE'RE STILL YOUR *PRISONERS*, AND THAT MAKES *BELIEVING* JUST A LITTLE BIT... *DIFFICULT!*

MAYBE *NOT*, JOHNNY! HE *ASKED* US TO BELIEVE, AND INSTEAD WE CHOSE TO *SHACKLE* HIM!

THIS MIGHT'VE BEEN THE *ONLY WAY* A NON-HUMANOID FORM COULD GET A *HUMANOID FORM*--

--TO *LISTEN!*

I'VE BEEN TELLING YOU ALL *ALONG* THAT I DIDN'T THINK HE MEANT TO *HARM* US!

AWRIGHT! SO HE'S TELLIN' THE *TRUTH!*

NOW WHAT?

NOW IS THE MOMENT FOR YOUR *DECISION*, HUMANS--FOR WE HAVE CIRCUM-NAVIGATED THE *SUN!*

COUNTER-EARTH HAS AT LONG-LAST BEEN *DISCOVERED*--

--AND, THOUGH THE MASTER HOLDS THE *EMISSARY* STILL AT *BAY*--

--CAN HE HOPE TO *REPULSE* HIM, BEFORE *GALACTUS HIMSELF* DOES FOLLOW?

*WITHIN THE AREA FRAMED BY THE VIEWSCREEN, A SMALL **FIGURE** MOVES EVER **CLOSER** TO THE ARTIFICIAL **MOON** OF COUNTER-EARTH...*

*...AND THE LEADER OF THE FANTASTIC FOUR **KNOWS** WHAT HE MUST DO.*

ALL RIGHT, GORR!

YOU'VE GOT YOURSELF *FOUR WORLD-SAVERS!*

THEN, THE WORK OF HE WHO PREPARED THESE *SUITS* WILL NOT HAVE BEEN IN *VAIN!*

EACH IS A PERFECT *FIT!* YOU NEVER *DOUBTED*--?

--NO, I GUESS YOU WOULDN'T *NEED* TO.

YA AIN'T GETTIN' *ME* TO CLIMB INTO NO *BODY-STOCKIN'!*

ONE RIG AT A TIME IS BAD *ENOUGH!*

YOU WON'T *NEED* TO *WEAR* ONE, BEN! FOR A *SHORT* TIME YOU CAN EXIST ON THE AIR THAT WILL BE *LOCKED IN* BY YOUR EXO-SKELETON--

--IF YOU KEEP ITS *MOUTH* SHUT!

WHADDA YA--

--AW, *FERGIT IT!*

NOW WE MUST SWITCH **SCENES** FOR THE MOMENT...

FOR, THE **DRAMA** IS **ELSEWHERE!**

I AM HELD BY A STREAM OF ***NULL-FORCE***--

--DESIGNED TO LOCK ME INTO A STATE OF PERPETUAL ***STASIS!***

BUT AM I NOT...THE ***DESTROYER?***

AYE, HERALD! I KNOW ***WELL*** WHAT YOU ARE!

BUT ***STILL*** WILL I KEEP YOU ***AWAY!*** STILL WILL I FIGHT FOR THAT WHICH IS ***MINE!***

FOR AM ***I*** NOT... THE ***HIGH EVOLOUTION-ARY?***

THAT IS ***IRRELEVANT!***

YOUR ***POSITION*** HAS BEEN ***DIS-COVERED*** AND ***TRANSMITTED*** BACK TO HIM I ***SERVE!***

YOU WAGE WAR AGAINST THE ***INEVITABLE!***

NO! I AM WHAT I AM! I WILL NOT...

...SUCCUMB!

THE CREATOR HAS ***LOST!*** THE DESTROYER WALKS THE SURFACE OF HIS ***ASTEROID!***

IF YOU ARE TO ***ACT,*** HUMANS--

-- IT MUST BE ***NOW!!***

WE ONLY NEED A FEW MORE ***MOMENTS,*** GORR!

BUT ***BEN*** HERE NEEDN'T ***WAIT!***

YOU BET YER ***BOOTIES*** I AIN'T GONNA WAIT!

GET ME ***OUT THERE,*** STRETCH!

AN' I'LL FIND OUT IF I'M ***REALLY*** AS CONFIDENT AS I'M TRYIN' TA ***SOUND!***

I ***RECOGNIZE*** THAT DESTROYER GUY-- FROM SOME STUFF THAT ***THOR*** WAS TELLIN' REED!

AN' I GOT ME A ***HUNCH*** THIS AIN'T GONNA BE NO ***PICNIC!***

BUT I'LL WORRY ABOUT THAT *AFTER* I TAKE CARE O' THIS WALKIN' *TIN CAN!*

LIKE SO!!

SMASH!

MEMORY! THAT PART OF THE *MASTER* THAT RESIDES IN THIS FORM KNOWN AS THE *DESTROYER*--*

--*KNOWS YOU!*

*GALACTUS INFUSED THE INANIMATE SHELL OF THE *DESTROYER* WITH A PORTION OF HIS OWN *LIFE-ENERGY* BACK IN *THOR* #228.-- ROY.

AND, AS I SHARE THIS *KNOWLEDGE* WITH MY MASTER--

--SO DO I SHARE HIS *HATE!*

STRAKK!

I FELT THAT RIGHT THRU THIS *MONKEY-SUIT*--WHICH AIN'T A *GOOD SIGN!*

'CAUSE IF HE MANAGES TO CRACK IT *OPEN* WHILE WE'RE FLOATIN' AROUND *OUT HERE*--

--BEN GRIMM'S GONNA *OOZE OUT* LIKE AN *EGG* THROUGH A BROKEN *EGG-SHELL!*

SO THE *BEST* THING TO DO IS TO LET HIM CHUCK ME *AWAY* BEFORE THAT *HAPPENS!*

FACE IT, GRIMM--IT'S CALLED A *RETREAT!*

I SENSE THIS BATTLE IS MORE A *DELAYING ACTION* THAN A TRUE CONTEST OF *STRENGTHS*, BEING--

--AND THOUGH THE *DESTROYER* IS BUT AN EMOTIONLESS *HUSK*--

--HE WHO DWELLS *WITHIN* THE CASEMENT MAY *THROUGH IT* STILL FEEL--

--*ANGER!*

IT'S A GOOD THING YA CAN'T READ *MINDS*, TIN MAN--

--'CAUSE IF YA *COULD*, YA WOULDN'TA BEEN *GABBIN'* SO MUCH!

YOU'D A' BEEN GETTIN' READY FOR--

--*THIS!!*

WRAK!

YOUR FRIEND FIGHTS *WELL*, HUMANS!

REED, SHOULDN'T WE BE OUT THERE *WITH* BEN?

WE'VE GOT TO *TRUST* BEN TO HANDLE *THIS* PART *HIMSELF*, JOHNNY!

WE'RE GOING TO BE NEEDED SOON *ENOUGH!*

THE DESTROYER'S *DOWN*-- ALMOST AS IF HE'S *LETTING* BEN BEAT HIM!

AS IF EVEN *HE* IS BEGINNING TO REALIZE,, THAT THERE CAN BE NO *END* TO THIS *FIGHT*--

"--AND THAT ALL HE HAS TO DO IS *WAIT!*"

THIS GUY'S JUST LIKE THAT *PUNISHER* CREEP GALACTUS TURNED *LOOSE* ON US AWHILE BACK!*

THE MORE YA *HIT HIM*-- THE FASTER HE COMES *BACK ATCHA!*

*FF*49--ROY.

YOU ARE A *FOOL*, HUMAN!

CAN YOU NOT *SEE* THAT THE DEED YOU SO JUSTLY *FEAR* IS ALREADY *DONE*?

THAT THERE IS NO *POINT* IN BATTLING *ME*?

THAM!

SURE I SEE IT! I'D HAVETA BE A *DOPE* NOT TO!

BUT WHAT *HE* DON'T SEE IS THAT I *GOTTA* DO IT!

EVEN IF THAT AIN'T *OUR EARTH* DOWN THERE--

WOM!

--IT'S STILL *AN* EARTH!

A LIVIN', BREATHIN' *BLUE MARBLE* FLOATIN' AROUND SMACK DAB IN THE *MIDDLE* OF A *DEAD UNIVERSE!*

IT'S SOMEBODY'S *DREAM*--

--AN' IT'S GOT A *RIGHT* TO *LIVE!*

NOT THAT *YOU'D* UNDERSTAND THAT, PAL--EVEN IF YA COULD *HEAR* WHAT I'M THINKIN'!

KA-THRAM

BUT THAT'S WHY YOU GOTTA BE *STOPPED*--YOU AN' THAT *BOZO* YA WORK FOR!

'CAUSE YOU AIN'T *CAPABLE* OF UNDERSTANDIN' THINGS LIKE *THAT!*

HEY! THE DESTROYER AIN'T *MOVIN'!*

I DIDN'T MEAN TO *KILL* THE GUY!

MY SERVANT IS NOT *DEAD*, CREATURE--

-- FOR IT MAY NOT *TRULY* BE SAID THAT HE EVER *LIVED!*

HE'S *HERE!*

I CAN HEAR HIS *VOICE* INSIDE MY *HEAD!*

GALACTUS!

YET HE HAS SERVED HIS *PURPOSE*-- FINDING FOR HIS MASTER A *WORLD* TO APPEASE GALACTUS' *HUNGER!*

FOR, THOUGH I AM *FORSWORN* NEVER AGAIN TO *PREY* ON *YOUR EARTH*--

--STILL GALACTUS MUST *LIVE*--

AND SO--

COUNTER-EARTH MUST DIE!!

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COUNTER-EARTH MUST DIE-- AT THE HAND OF GALACTUS!

OH *YEAH?* SAYS YOU AN' WHAT *ARMY,* TALL-DARK-AN'-UGLY?

AS LONG AS THE EVER-LOVIN' BLUE-EYED *THING* IS ON DUTY--

--YOU JUST BETTER HOPE YOU DON'T WIND UP FLAT ON YER *BACKSIDE* LIKE YER *DESTROYER* BUDDY HERE!

ROY THOMAS WRITER / EDITOR	JOHN BUSCEMA ARTIST
JOE SINNOTT EMBELLISHER	PHIL RACHE, COLORIST JOE ROSEN, LETTERER

YOU POOR, DELUDED *EARTHLINGS!* YOU ARE EVER AND FOREVER THE *SAME*--

-- POSSESSED OF A SEEMINGLY *INFINITE* CAPACITY FOR DESTRUCTIVE *SELF-DECEPTION.*

HUH? WHAT THE SAM HILL ARE YOU *TALKIN'* ABOUT, HIGH-POCKETS?

OR MAYBE I SHOULD SAY, *THINKIN'* ABOUT, SINCE NEITHER OF US CAN DO MUCH *YAKKIN'* HERE IN OUTER SPACE!

'COURSE, THAT DON'T SEEM TO BE STOPPIN' ME FROM WISHIN' YOU COULD START THINKIN' IN *SMALLER-TYPE WORDS!*

YOUR DESIRES ARE OF *NO CONCERN* TO ME.

STILL, IT MAY *AMUSE* ME TO ENLIGHTEN YOU-- AND GALACTUS KNOWS *PRECIOUS FEW* MOMENTS OF MIRTH, IN THE EMPTY VOID OF SPACE.

YOU THINK YOU HAVE WON A SIGNIFICANT *VICTORY* BY DEFEATING THE ONE CALLED THE *DESTROYER...*

"YET, YOU CANNOT KNOW THAT, SINCE BECOMING MY *HERALD*, HE HAS BEEN POWERED BY THE MOST *MINUSCULE* PORTION OF MY OWN NIGH-INEXHAUSTIBLE *LIFE FORCE...*

"AND, RATHER THAN *WASTE* EVEN THAT TINY SPARK IN USELESS *BATTLE* WITH SUCH A MINDLESS *BRUTE* AS YOURSELF--

-- I PREFERRED TO MENTALLY *WITHDRAW* IT FROM HIM, SO THAT WHAT YOU *"DEFEATED"* WAS A MERE LIFELESS, METALLIC *SHELL.*

SHEESH! YOU DON'T LEAVE A GUY MANY *ILLUSIONS*, DO YA?

WHILE, ABOARD ANOTHER SPACECRAFT, NOT FAR DISTANT...

WELL, HUMANS? IS THE OMNI-RECEIVER PICKING UP *GALACTUS' THOUGHT-WAVES*, AS I SAID IT WOULD?

YES, GORR-- THOUGH I ALMOST WISH IT *WEREN'T!*

REED--I KNOW WE'VE BEEN *BUSY* AND ALL, BUT I STILL DON'T GET WHAT'S *GOING DOWN.*

I THOUGHT GALACTUS PROMISED *NEVER AGAIN* TO TRY TO DEVOUR THE EARTH'S *LIFE ENERGY,* AS HE ONCE DID!

YES, BUT THAT WAS *YOUR* EARTH, JOHNNY STORM!

GALACTUS IS HERE NOW FOR *MY* WORLD--THE *DUPLICATE* EARTH, WHICH EXISTS ON THE OPPOSITE SIDE OF THE *SUN* FROM YOUR OWN.

I'M AFRAID GORR'S *RIGHT,* SON. THAT'S WHY THE *HIGH EVOLUTIONARY* EVOLVED HIM FROM A REGULAR APE, AND SENT HIM 200 MILLION MILLION MILES TO BRING *US* BACK HERE! *

THE ONLY THING IS--IF GALACTUS TRULY *DOES* INTEND TO DESTROY THIS SO-CALLED *COUNTER-EARTH...*

*AS SEEN LAST ISSUE. --ROY.

...THERE'S NOTHING IN THE *KNOWN UNIVERSE* THAT WE CAN DO TO *STOP* HIM!

AND, ON *THAT* CHEERFUL NOTE...

...WE RETURN YOU NOW TO OUR *MOBILE UNIT:*

I WASTE TIME NOW, AS SURELY AS DID MY GLEAMING *HERALD,* WHOSE *THOUGHTS* YOU IMAGINED YOU HEARD AS *SPEECH.*

STAND ASIDE, AND LET ME *RE-ACTIVATE* HIM, WITHOUT INTERFERENCE!

OH, I'LL *STEP ASIDE* ALL RIGHT, PAL--

--JUST AS SOON AS I *FILL YOU IN* ON A DETAIL OR TWO.

NAMELY: EVEN IF I CAN'T OPEN THE *MOUTH* ON THIS *EXO-SKELETON* REED MADE FOR ME, WITHOUT I BECOME 110% *DECEASED*--

--IT'S STILL *CLOBBERIN' TIME!*

YEESH! A *FORCE FIELD!* I SHOULD'A *KNOWN!*

A GOOD THING THERE AIN'T NO *SOUND WAVES* OUT HERE IN SPACE--

--OR ELSE THEY'D HAVE HEARD *THIS* LITTLE CRASH LANDIN' ALL THE WAY BACK IN THE *BIG APPLE!*

AWRIGHT, BIG G.! NO MORE NICE GUY!

I'M A PEACE-LOVIN' JOE, AN' ALL THAT JAZZ--

--BUT MISTER, YOU JUST MADE ME MAD!

BLAST! SURE WISH I COULD HEAR THE IMPACT I'M MAKIN' ON THAT FORCE FIELD--

--JUST SO'S I COULD FIGGER OUT HOW I'M DOIN'!

ULP! AND THEN AGAIN-- MAYBE I ALREADY KNOW!

IT KNOCKED ME RIGHT BACK DOWN AGAIN-- LIKE I WUZ A FLY AN' YOU WUZ A SWATTER.

WELL, GANGWAY, CHUM, 'CAUSE I'M COMIN' RIGHT BACK ATCHA!

I THINK NOT, EARTHLING.

YEEEOW! NO FAIR! THAT ONE WENT CLEAN THRU ME, EXO-SKELETON AN' ALL!

EVEN MADE ME OPEN THE MOUTH OF THIS ZOOT-SUIT FOR A SECOND--

--SO THAT I LET OUT SOME AIR!

AN' I NEVER HAD ENOUGH FOR MORE'N A FEW MINUTES OUT HERE IN THE FIRST PLACE.

BENJY-BABY, YOU BETTER STOP MAKIN' LIKE A BIG BAD SUPERHERO--

--AND START DIGGIN' STRAIGHT DOWN INTO THE HIGH EVOLUTIONARY'S ASTEROID, TILL YOU HIT SOME GOOD CLEAN AIR!

JUST REMEMBER WHAT GORR SAID-- ABOUT HOW IT AIN'T A REAL HUNK'A ROCK AT ALL, BUT JUST AN ARTIFICIAL ONE--!

IF I CAN JUST-- *RIP THRU* THE OUTER SHELL-- GET LUCKY ENOUGH TO HIT AN *AIR LOCK*--

--THEN MAYBE--

--I--

--CAN--

THE MAMMOTH, ARMORED **HAND** THAT CLUTCHES THE JAGGED SURFACE OF THE MAN-MADE PLANETOID IS **STILL** NOW... STILL AS **DEATH.**

IN ALL THE ENDLESS HORIZON OF SPACE, ONLY **ONE OBJECT** IS SEEN TO MOVE RELATIVE TO OTHERS:

THE FLOATING CRAFT PILOTED BY THE QUASI-HUMAN, GOLDEN-HUED GORILLA CALLED **GORR.**

AND THEN, FROM WITHIN THAT SHIP: **MOVEMENT!**

ONE OF THE LAW'S **LONGER ARMS** REACHES OUT-- AND SLOWLY, SLOWLY **REELS IN** A QUARTER TON OF MASSIVE **MAN-MONSTER...**

...WHILE **GALACTUS**, HE WHOSE MEREST NOD HAS TOPPLED WORLDS AND WHOSE UNLEASHED WRATH HAS DESTROYED SUNS -- DOES **NOTHING.**

REED, DARLING-- CAN YOU **MANAGE**? YOU SEEM SO--

MAYBE YOU SHOULD USE **BOTH** ARMS TO--

ONE--SHOULD BE **ENOUGH**, HONEY!

HE'S-- ALMOST *INSIDE* NOW! I'VE--

THERE!

REED! HE'S **NOT BREATHING!**

WERE WE--**TOO LATE**?

IF BEN'S **DEAD**-- IF THAT COSMIC CANNIBAL'S **MURDERED** HIM--

--I'LL **GET** HIM, SO HELP ME-- IF IT COSTS ME **MY OWN LIFE!**

P-PERSONALLY, SQUIRT--YOU CAN **K-KEEP** YER CRUMMY LIFE.

ME, I'D RATHER-- HAVE A **PEPPERONI PIZZA...!**

BEN! YOU'RE **ALIVE!**

BUT-- YOU WEREN'T **BREATHING!**

I WAS, SUZIE-BABY. YOU JUST COULDN'T **SEE** IT... THRU THIS BLAMED **ARMOR...**

I AM **PLEASED** YOU LIVE, THING. BUT-- **WHY** DID GALACTUS SPARE YOU?

MY REASONING WAS **SIMPLE,** APELING.

IT IS **WHOLE WORLDS** I MUST DEVOUR. **ONE LIFE** IS WORTH NOTHING TO ME.

TO ONE WHO **HUNGERS MIGHTILY,** WHAT GOOD IS A MEAGRE **CRUMB?**

GALACTUS-- COMING IN ON THE **VIEWSCREEN!**

SINCE WHEN DID YOU LEARN **TELEPATHY?**

I HAVE **ALWAYS** POSSESSED THAT SECRET, EARTHMAN. I SIMPLY DID NOT THINK YOUR BACK-WARD RACE **INTELLECTUALLY PREPARED** TO COPE WITH THE CONCEPT.

IT HAS BEEN A LONG AND **LONELY** JOURNEY, MY TREK AMONG THE GALAXIES WHICH NAMED ME.

AND, EVEN TRAVELING AT **LIGHT-SPEED,** THERE HAS BEEN MUCH TIME TO HONE SKILLS OF WHICH YOU COULD SCARCELY **CONCEIVE.**

FROM TIME TO TIME, I HAVE EVEN SOUGHT **SUBSTITUTES** FOR THE **LIFE-ENERGY** I MUST HAVE TO LIVE...

--THOUGH, TO DATE, I HAVE **FOUND** NONE.

AND SO I HAVE GONE **FORWARD,** DOING THAT WHICH A MERCILESS FATE HAS **DECREED** I DO--

--CONSUMING THE **ENERGY** INHERENT IN THE CHURNING **LIQUID METHANE SEAS** OF WORLDS WHERE THE **MEREST SPARK** WOULD CREATE A TOTAL **CONFLAGRATION--**

--DEVOURING IN **MOMENTS** THE NUCLEAR AND SOLAR POWER-SOURCES OF MONOLITHIC CITIES WHICH HAD ENDURED SINCE LONG BEFORE **EITHER** OF YOUR EARTHS SO MUCH AS **EXISTED--**

"--AND LEAVING AT LAST A BURNED-OUT, LIFELESS *RUIN* WHERE ONCE HAD BEEN A PLANET OF *PEACE* AND *PLENTY*.

"NOR DID I DO THESE THINGS BECAUSE I AM *EVIL*--FOR, EVIL IS A CONCEPT I CANNOT EVEN *COMPREHEND*, EXCEPT WITH GREAT DIFFICULTY.

"I DID IT SIMPLY--TO *LIVE*.

"IT WAS ONLY WHEN I SOUGHT OUT YOUR *EARTH*, HOWEVER, THAT I ENCOUNTERED EFFECTIVE *RESISTANCE*.

"AT FIRST, I *SCOFFED* AT THE FOUR OF YOU, CHALLENGING MY POWER SO FEEBLY--

"--THOUGH I COULD SCARCELY HELP BUT ADMIRE YOUR WITLESS *COURAGE*.

"AND MY FORMER HERALD, THE *SILVER SURFER*--THOUGH POSSESSED OF FAR GREATER POWERS THAN YOUR OWN--WAS *EQUALLY* HELPLESS AGAINST ME, IN THE END.

"IT WAS ONLY THE *ULTIMATE NULLIFIER* WHICH FINALLY *DETERRED* ME...

"...AN INVINCIBLE WEAPON DELIVERED INTO YOUR HANDS BY THE INTERFERING *WATCHER*.

THE WATCHER HAS SWORN *NOT* TO MEDDLE ANY MORE IN SUCH MATTERS...

...AND SO I'VE WANDERED THE STARWAYS MORE *PROFITABLY* SINCE THEN.

"MY SECOND HERALD WAS THE AIR-WALKING *GABRIEL*; BUT, BEING A MERE *ROBOT*, HE HAD INHERENT AND FATAL *LIMITATIONS*.

"THE BEING CALLED *FIRELORD* MIGHT HAVE PROVED AS VALUABLE TO ME AS HAD THE *SURFER* HIMSELF...

"YET, WHEN HE ARGUED PASSIONATELY FOR HIS *FREEDOM*, I DID NOT *DENY* IT TO HIM.

"ELSE, HE MIGHT HAVE LED ME *ASTRAY* IN HIS HATRED--INTO STELLAR PATHS *DEVOID* OF LIFE AND ENERGY.

"IRONICALLY, IT WAS THE EARTH-LOVING THUNDER GOD ***THOR*** WHO SUGGESTED I ACTIVATE THE ***DESTROYER*** WITH A PORTION OF MY OWN ***LIFE FORCE***, THUS CREATING THE ***IDEAL SLAVE***...

"...NAMELY, A CREATURE WHICH IS ***TOTALLY AT ONE*** WITH ITS ***MASTER!***

"SINCE THAT DAY, ***SEVERAL*** WORLDS HAS HE FOUND FOR ME:

"WORLDS WHERE LIFE IS ONLY ***BEGINNING*** THE LONG HARD CLIMB UP THE MOUNTAIN TOWARD ***CIVILIZATION...***

"...AND WHICH IT HAS BEEN MY DESTINY TO ***DEVASTATE,*** BEFORE THEY CAN REACH THEIR TRUE ***POTENTIAL.***

"NOR SHOULD ANY OF YOU ***JUDGE*** ME, AS I SENSE YOU ***DO...***

FOR, ***MOST*** BEINGS ARE FORTUNATE ENOUGH NEVER TO HAVE TO FACE THE UNPLEASANT, NUMBING ***TRUTH*** ABOUT THEMSELVES:

THAT, GIVEN THE CHOICE BETWEEN ***SURVIVAL*** AND ***EXTINCTION...***

...***MOST*** WOULD DO PRECISELY THE SAME AS ***I!***

BUT, THAT IS SOMETHING WHICH ***FEW*** WILL BELIEVE-- TILL THEY HAVE STOOD FACE TO FACE WITH ***THEMSELVES,*** AND BLANCHED WITH ***HORROR*** AT WHAT THEY SEE.

DESTROYER! I RESTORE YOU TO THE THOUSANDTH THOUSANDTH PART OF MY ***LIFE FORCE...***

...AND CALL YOU ***TO*** ME... FOR THE ***MOMENT.***

MY ***BRAIN*** NO LONGER BUZZES, REED RICHARDS.

BUT--***HOW LONG*** BEFORE GALACTUS EMERGES ***ANEW*** FROM HIS SHIP, TO BEGIN HIS ***DESTRUCTION*** OF COUNTER-EARTH?

NOT ***LONG***, I'D GUESS. I'VE BEEN ***INSIDE*** GALACTUS' CRAFT, AND HIS DEVICES ARE READY TO GO TO WORK ALMOST ***INSTANTANEOUSLY.***

WHICH IS A HECKUVA LOT MORE'N I CAN SAY FOR ***MYSELF,*** RIGHT ABOUT NOW.

BEN! THEN, YOU'RE ABLE TO ***STAND UP*** AGAIN?

STAND UP? YEAH--- YEAH, I GUESS I COULD MANAGE ***THAT,*** OKAY.

JUST DON'T ASK ME TA DO ANYTHING ***STRENUOUS*** FOR A WHILE-- LIKE MAYBE CRACK AN ***EGGSHELL.***

WAIT! LOOK-- ON THE ***OMNI-RECEIVER--!***

AND, INDEED, FROM WITHIN THE ARTIFICIAL ASTEROID NEARBY, A THIRD PARTY NOW ENTERS THE VERBAL FRAY...

GALACTUS! THIS IS THE HIGH EVOLUTIONARY SPEAKING-- HE WHO CREATED THE WORLD CALLED COUNTER-EARTH!

I DO NOT KNOW IF YOU WERE EVEN AWARE OF MY EXISTENCE, BUT--

I HAVE MONITORED YOUR TELEPATHIC COMMUNICATION WITH REED RICHARDS--AND, THOUGH I FEEL PITY FOR YOUR CONDITION, I MUST ASK THAT YOU BYPASS THE PLANET BELOW.

SURELY YOU COULD FIND ANOTHER WORLD TO SUSTAIN YOU.

PERHAPS. BUT I'VE NEITHER THE TIME NOR, I CONFESS IT, THE INCLINATION TO WASTE FURTHER ENERGY IN SEEKING ONE.

WHY SHOULD I-- WHEN A TEEMING WORLD AWAITS ME BELOW?

SCARCELY A LEAF FALLS, ANYWHERE IN KNOWN SPACE, BUT THAT GALACTUS HEARS IT!

ALL THE MORE AMAZING, THEN, THAT I'VE HIDDEN MY CREATION FROM YOU FOR SO LONG!

"BUT, TRY TO ENVISION THAT TEEMING WORLD, GALACTUS: IT'S A SPHERE INHABITED BY MEN, WOMEN, CHILDREN-- CREATURES NOT UNLIKE YOURSELF, IN SOME LONG-AGO, FAR-OFF TIME!

"THESE PEOPLE HAVE HOPES, DREAMS, FEARS-- IN SHORT, LIVES!

"IS IT RIGHT THAT THESE BE SNUFFED OUT, JUST SO ONE BEING MAY SURVIVE?"

ARGUMENT IS USE-LESS, EARTHLING.

OUR POINTS OF VIEW ARE TOO TOTALLY DIFFERENT.

IT IS MY DESTINY TO DEVOUR WORLDS. BEING GALACTUS, I CANNOT DO OTHER-WISE.

"DESTINY"!! IN THE NAME OF DESTINY, MEN HAVE ALWAYS JUSTIFIED THEIR BASEST, MOST MONSTROUS ACTS.

EVEN I WAS ONCE READY TO DESTROY MY HANDIWORK, AND HID BEHIND SUCH SELF-SERVING PHRASES.

BUT NOW, THOUGH YOUR POWER MAY DWARF EVEN MY OWN-- I DO NOT KNOW--

--THOUGH YOU MAY DESTROY ME, OR WE MAY DESTROY EACH OTHER--

--I WILL FIGHT YOU TO THE DEATH-- DO ANYTHING I CAN AND MUST TO SAVE THE THREE BILLION SOULS BELOW!

WAIT! PERHAPS-- THERE IS ANOTHER WAY!

GALACTUS-- THINK! RATHER THAN ENGAGE IN A BATTLE WHICH MAY OBLITERATE THE VERY WORLD YOU MEAN TO DEVOUR--

--ISN'T THERE SOME ALTERNATIVE, WHICH MIGHT BETTER SERVE US ALL?

IT IS HIGHLY *UNLIKELY*, EARTHLING, I-- *HOLD!*

PERHAPS THERE *IS* A WAY-- THOUGH I DOUBT IT WILL BE MUCH MORE TO YOUR *LIKING.*

I SHALL OFFER YOU NOT *ONE* ALTERNATIVE, AS YOU ASK, BUT *TWO*

I WILL *SPARE* COUNTER-EARTH, IF YOU WILL FIND FOR ME A *SUBSTITUTE* WORLD--HIGHLY *POPULATED*, OF COURSE--

--*EITHER* ONE WHICH WILL *VOLUNTEER*, DOWN TO ITS *LAST INHABITANT*, TO *SACRIFICE* ITSELF TO MY COSMIC HUNGER--

--*OR* A WORLD WHICH YOU FOUR *EARTHLINGS* WILL PERSONALLY *EARMARK* FOR TOTAL ANNIHILATION!

WHAT? WE CAN'T *DO* SUCH A--

IT IS *IMMATERIAL* TO ME WHETHER YOU DO IT OR *NOT.*

EITHER WAY, WHEN ONE MORE REVOLUTION OF THE TWIN EARTH HAS PASSED, I SHALL *FEED*--

AND, TO *GALACTUS*, ONE INHABITED PLANET IS MUCH LIKE *ANOTHER.*

PERHAPS IT ILL BEFITS *ME* TO SAY THIS-- BUT GALACTUS IS AN *INHUMAN MONSTER!*

MORE LIKE AN *ELEMENTAL FORCE*, GORR-- AN EARTHQUAKE OR A TIDAL WAVE, SMASHING ALL IN ITS PATH, WITH NEITHER *ILL WILL* NOR *COMPASSION.*

SO WHAT DO WE *DO*, BIG BRAIN?

NOT MUCH WE *CAN* DO, BEN-- AT LEAST, TILL WE TALK TO THE *HIGH EVOLUTIONARY*, FACE TO FACE.

GORR, CAN YOU--?

I AM *ALREADY* MANEUVERING THIS CRAFT INTO THE PROPER POSITION FOR *EXTERIOR DOCKING*, REED RICHARDS.

IN SHORT-- PREPARE FOR *LANDING!*

SO! AT LAST, I MEET THE FABLED *FANTASTIC FOUR.*

YOUR NAMES WERE *LEGEND*, EVEN WHEN I LEFT THE ORIGINAL EARTH YEARS AGO FOR THE *DEPTHS OF SPACE.*

I'M SORRY WE'RE NOT FAMILIAR WITH *YOU*, SIR-- EXCEPT VAGUELY, FROM OUR CONTACTS WITH *THOR*, GOD OF THUNDER,

REED, FOR CRIPES' SAKE-- *GALACTUS* IS GETTING OUT HIS KNIFE AND FORK, AND YOU TWO ARE SWAPPING *SMALL TALK!*

THE HUMAN TORCH IS *CORRECT.* MY APOLOGIES.

WE SHALL *FORM* OUR PLANS WITHOUT ANY FURTHER *DELAY...*

...ONCE WE HAVE DESCENDED INTO THE ***NERVE CENTER*** OF MY MAN-MADE ASTEROID.

SHEESH! WE'RE GOIN' DOWN ***FAST.***

BUT, LEAST-WAYS I CAN OPEN MY ***MOUTH*** AGAIN.

A ***MIXED*** BLESSING, MY ARMORED FRIEND.

THIS IS SOME ***SET-UP*** YOU'VE GOT HERE, EV.

THANK YOU. IT IS ***FULLY AUTOMATED***, OF COURSE, FOR, I HAVE BEEN ***ALONE*** FOR LONG MONTHS, HAVING ONLY DAYS AGO EVOLVED ***GORR*** INTO HIS PRESENT MENTAL STATE.

THE QUESTION ***NOW***, SIR, IS-- CAN WE ***FIND*** A WORLD WHICH WE CAN EVEN ***ASK*** TO TO SACRIFICE ITSELF FOR ANOTHER WORLD IT'S NEVER SEEN--

AND, IF WE ***DO***-- CAN WE POSSIBLY ***REACH*** IT IN TIME?

GIVEN THE FEW MINUTES SINCE GALACTUS' ULTI-MATUM, REED RICHARDS, I BELIEVE I CAN ANSWER BOTH QUESTIONS IN THE ***AFFIRMATIVE.***

YOU SEE, I HAD BEEN ***SEARCHING*** FOR OTHER INHABITED PLANETS ***BEFORE*** THE WORLD-DEVOURER'S ARRIVAL, AND HAD LOCATED AT LEAST ***THREE*** IN THIS SECTOR OF SPACE...

...TO ***ANY*** OF WHICH I MIGHT SEND YOU BY MEANS OF A ***TELEPORTATIONAL DEVICE*** I HAVE RECENTLY PERFECTED.

HMMM... ONE LOOKS RATHER ***EARTH-LIKE***... ANOTHER LOOKS AS ALMOST MECHANICAL, ***CLOCK-LIKE***...

...AND THE ***THIRD*** LOOKS AS DEAD AS THE ***MOON!***

TRUE, ***NOR*** HAVE I BEEN ABLE TO LEARN ***WHY*** MY BIO-PROBES INDICATED ***LIFE*** UPON IT, WHEN THERE ***IS*** NONE.

OBVIOUSLY SOME ***MALFUNCTION*** IN MY NEW DEVICE.

I SUGGEST, THEREFORE, WE CONCEN-TRATE UPON THE ***OTHER*** TWO WORLDS FIRST.

AGREED. WE'LL SPLIT UP INTO TWO TEAMS OF TWO EACH, COUNTING ***GORR***-- AND YOU'LL STAY ***HERE***, HONEY.

NOW ***LOOK***, HUBBY MINE--!

I'M ORDERING YOU AS ***LEADER*** OF THE F.F., SUE-- NOT BECAUSE YOU'RE MY ***WIFE.***

IT'S BECAUSE ***YOU***, MORE THAN ANY OTHER, MAY BE ABLE TO FORM A ONE-WOMAN ***RESERVE UNIT***-- COMING TO THE RESCUE WITH YOUR ***FORCE FIELDS*** AT SOME OPPORTUNE MOMENT.

WE ***NEED*** YOU HERE, SUE.

I'M STILL NOT SURE YOU'RE NOT JUST ***CONNING*** ME, REED...

BUT I'LL ***BUY*** THAT... FOR ***NOW.***

EXCELLENT! THEN, ARE YOU ***READY***, JOHNNY STORM AND GORR?

WE'RE HERE. ***NOW*** WHAT DO WE DO?

IT'S NOT SO MUCH WHAT WE ***DO***, YOUTH...

...BUT RATHER, WHAT IS DONE **TO** US!

WH--? WE'RE **FADING AWAY**-- JUST LIKE A--

THE SIMILE IS COMPLETED SOME MILLIONS OF MILES **AWAY.**

AND, MOMENTS LATER...

AMAZING, BEN! INSTEAD OF INSTANTANEOUS **SPATIAL DISPLACEMENT**, WE SEEM TO BE TRANSPOSED INTO AN ALMOST **GASEOUS** FORM, WHICH--

NO **OFFENSE**, REED SWEETIE-- BUT, FOR **ONCE** IN YER LONG-WINDED LIFE--

--WHY DON'T YA JUST PUT A **SOCK** IN IT, OKAY?

THEY'RE **GONE!**

IS THERE ANY WAY WE CAN **SEE** WHERE THEY'VE--?

IN A **MOMENT.** MY VIEWERS ARE NOT YET **PERFECTED.**

THEY WILL HAVE **23 HOURS** TO COMPLETE THEIR MISSION BEFORE THEY ARE **DRAWN BACK...**

"...BUT, UNTIL THEN-- THEIR FATES ARE IN THEIR **OWN** HANDS, AND THEIRS **ALONE...!**"

HOLY HANNAH! LOOK, BEN--

NO **WONDER** THIS PLANET LOOKS LIKE A PIECE OF SPHEROID **MACHINERY** FROM SPACE.

EVERY SURFACE IN SIGHT IS GLEAMING **METAL**-- AND THE INHABITANTS ALL SEEM TO BE--**ROBOTS!**

SURE **LOOKS** LIKE IT, DON'T IT?

BUT, THAT'S SO MUCH THE BETTER FOR US **WORLD-SAVER** TYPES, RIGHT?

AFTER ALL, WE COULDN'T HAVE ASKED **HUMAN** TYPES TO SACRIFICE THEIR WORLD FOR **ANOTHER** ONE-- BUT, IF THEY'RE JUST A BUNCH'A **ROBOTS**, THEY MIGHT JUST BE **GLAD** TA DO IT!

DON'T JUMP TO ANY **CONCLUSIONS**, OLD FRIEND.

THESE ROBOTS-- IF THAT'S WHAT THEY ARE-- MAY NOT HAVE HEARD OF **ASIMOV'S LAW.**

NO TIME TA DOPE OUT WHAT YA **MEAN** BY THAT, PAL...

I GOT ME A **PUBLIC OPINION POLL** TA TAKE!

'SCUZE ME, TIN MAN-- BUT DO YOU SPEAK **ENGLISH** ON THIS OVERGROWN ERECTOR SET?

WE OF THE PLANET **MEKKA** SPEAK ANY VERBAL OR MENTAL LANGUAGE, UPON HEARING A MERE **SYLLABLE** OF IT.

IF YOU ARE HERE AS THE OFFICIAL REPRESENTATIVE OF THE PLANET **ENGLISH**, THEN MAY I BID YOU **WELCOME.**

HMMM... THERE'S STILL A *FLAW* IN THE OINTMENT SOMEWHERE'S. BUT ANYWAY, *LISSEN*, BUD...

WHY DONTCHA JUST *TAKE US TO YER LEADER*-- IF YOU *GOT* ONE!

INDEED WE *DO*, ALIEN. HE--

HE IS *HERE*, THING!

HUH?

OR DO YOU *FORGET* OLD COMPANIONS-IN-ARMS, WHEN THEY ARE SEPARATED FROM YOU BY THE VOID OF *SPACE*?

TORGO!

SONUVAGUN! I *THOUGHT* THAT ROBOT LOOKED LIKE A FAMILIAR TYPE.

TORGO!? THEN, HE'S--

SURE, STRETCH! HE'S THE GUY LED THE *REVOLT* ON THAT PLANET THE *SKRULLS* HAD TURNED INTO AN OLD-TIME *GANGSTER MOVIE!**

I ALWAYS *WONDERED* HOW THAT TURNED OUT.

WE *WON*, OLD COMRADE -- OR ELSE, PLAINLY, I WOULD NOT *BE* HERE --

NOR WOULD THE PLANET MEKKA EVEN *EXIST* ANY LONGER--

FOR, THE SKRULLS WOULD HAVE *DESTROYED* IT, IN RETALIATION.

*AS SEEN IN THE IMMORTAL ISSUES #90-93.--ROY.

RETURNING HERE, I WAS HAILED AS A *HERO*-- AND NAMED *FIRST AMONG EQUALS.*

MY WORD IS *LAW*-- SO LONG AS IT DOES NOT VIOLATE OUR *PRIMAL DIRECTIVE.*

BUT, WHAT BRINGS *YOU* HERE, MILLIONS OF MILES ACROSS SPACE?

FROM YOUR *SURPRISE* AT SEEING ME, I JUDGE THIS IS NO *SOCIAL CALL.*

*QUICKLY AND A BIT ABASHEDLY, BEN GRIMM **EXPLAINS** THEIR MISSION...*

A WORLD THAT WILL *SACRIFICE* ITSELF-- OR WHICH *YOU* WOULD WILLINGLY SEE DESTROYED TO SAVE ONE MORE LIKE YOUR *OWN*?

MERELY TO *STATE* YOUR WISH, THING, IS TO REALIZE IT MUST BE *DENIED.*

YEAH... I GUESS YER *RIGHT.*

OF *COURSE* HE IS, BEN...

...AND IT WAS ONLY IN THE EXCITEMENT OF THE *MOMENT* THAT WE COULD EVER HAVE *CONCEIVED* OF FINDING SUCH A WORLD.

WOULD WE HAVE SACRIFICED OUR *OWN* WORLD FOR COUNTER-EARTH?

I SEE WHATCHA MEAN, AN' IT DON'T MAKE ME FEEL EXACTLY *PROUD.*

WELL, TORG-- I GUESS WE'LL BE *GOIN'.*

NO!

NOW WHAT??

I REGRET THE ACTION I MUST TAKE-- BUT, AS FIRST AMONG EQUALS, I CANNOT TAKE THE CHANCE THAT YOU WOULD REVEAL OUR LOCATION TO GALACTUS.

THUS, WE MUST DETAIN YOU HERE--

LIKE BLAZES YOU WILL!

MEKKANS-- TO ME!

APPREHEND THE TWO OFF-WORLDERS-- FOR THE ULTIMATE RESOLUTION!

UH OH! GET SET FOR THE MARCH O' THE TIN SOLDIERS, REED!

IS IT A FAILURE OF REFLEXES, OR SOMETHING MORE SINISTER, THAT MAKES REED RICHARDS RESPOND MORE SLOWLY THAN USUAL--

--SO THAT HE IS OVERWHELMED BY ATTACKERS BEFORE HE CAN ESCAPE?

WHATEVER THE REASON, THERE IS NOTHING WRONG WITH BEN GRIMM'S REFLEXES!

GETCHER HANDS OFF ME, YOU HUNK'A STEEL!

KLANG!

SPT!

ULP! I--I TOTALED HIM! I--DIDN'T MEAN TO--!

HE MIGHT'A BEEN JUST A PILE'A METAL, LIKE I SAID--

BUT THAT STILL DON'T STOP ME FROM FEELIN' LIKE-- A MURDERER!

BEN! SNAP OUT OF IT, FOR COUNTER-EARTH'S SAKE!

I'M JUST STARTING TO MAKE HEADWAY MYSELF--

--AND FOUR BILLION PEOPLE ARE DEPENDING ON US!

SINCE YOU PUT IT THAT WAY, BOSS-MAN-- OKAY!

BUT, THREE BILLION OR NOT-- I'M STILL PULLIN' MY PUNCHES.

I GOTTA! DON'T YOU SEE THAT?

BLAM!

I JUST GOTTA!

OF *COURSE* I SEE, BEN! WHY DO YOU THINK I'M USING *WHIP EFFECT*--

--BUT TRYING NOT TO *SMASH* ANYONE?

ONLY THING IS-- THE WAY WE'RE FIGHTING, WE'RE BOUND TO *LOSE!*

YOU GOT A *POINT* THERE, STRETCH. MEBBE WE BETTER--

HEY!

I BELIEVE YOU ONCE SPOKE OF A *SAYING* ON YOUR WORLD, THING--

"THIS WILL HURT *YOU* MORE THAN IT DOES *ME!*"

NOT *QUITE*, PAL--

BUT I-- *OOOOF!* GETCHER *MEANIN'!*

SKRUTCH!

MEKKANS! BRING UP THE *ELEKTRO-CLAMPS!*

THEY ARE *HERE*, TORGO!

EVEN THE *OFF-WORLDERS* WILL BE UNABLE TO *RESIST* THEM.

AND INDEED, MERE MOMENTS LATER...

YOU ARE HELD BY A *DIFFERENT* KIND OF *MAGNETISM* FROM THAT WHICH EXISTS IN MOST OF THE KNOWN UNIVERSE.

IT ATTRACTS ONLY *NON-METALLIC LIFE FORMS*-- BUT THOSE, IT CLINGS TO WITH *IRRESISTIBLE POWER.*

NO KIDDIN'. JUST LEMME *DOWN* FROM THIS BLAMED HOTPLATE FER *FIVE MINNITS*, AN' I'LL--

TORGO! LET US *GO!* I SWEAR TO YOU WE WILL *NEVER* REVEAL THE LOCATION OF YOUR WORLD TO *GALACTUS!*

I WOULD *LIKE* TO BELIEVE YOU. BUT, *HUMAN* VOWS, UNLIKE OUR OWN, CAN BE *BROKEN.*

NO, I FEAR THAT-- THOUGH I *REGRET* IT SO MUCH AS IT IS WITHIN MY *NATURE* TO REGRET--

--YOU MUST FACE THE *ULTIMATE RESOLUTION!*

AT THAT VERY MOMENT, A CONSIDERABLE NUMBER OF **LIGHT YEARS** AWAY...

HMMMM... A RATHER **UNSURPRISING** WORLD, YOUNG FRIEND.

PRECISELY LIKE OUR **OWN** EARTHS, IT SEEMS, SOME **CENTURIES** AGO.

NOT **PRECISELY** LIKE THEM, GORR--

LOOK!

EEEEEE

GRONK

A **GIRL**-- ATTACKED BY A **DRAGON**, RIGHT OUT OF A **FAIRY-TALE!**

AND THERE'S SOME **EQUALLY** STORYBOOK TYPES, YOUNG FRIEND, COMING TO THE **RESCUE!**

TRYING TO, YOU MEAN!

THEIR LANCES AREN'T HAVING MUCH **EFFECT** ON THAT FLAME-BREATHER...

...SO MAYBE IT'S TIME TO FIGHT FIRE **WITH** FIRE!

FLAME ON!

I **WISH** YOU HADN'T SUCCUMBED TO THE TEMPTATION TO SPOUT THE EXPECTED **CLICHÉS**, MASTER STORM.

FRANKLY, I DOUBT IF EVEN **YOUR** FIREPOWER WILL BE ABLE TO PIERCE **THAT** SCALY HIDE...

STILL, WHILE YOU **SORELY BESET** HIM, AT LEAST...

YARR

...I SHALL RESCUE YON **MAIDEN FAIR!**

EEEE

I MERELY WISH SHE DIDN'T APPEAR AS TERRIFIED OF **ME** AS SHE WAS OF THE **DRAGON!**

WE'LL HAVE TIME FOR **EXPLANATIONS** ALL AROUND, OL' BUDDY...

...ONCE I'VE **ROUTED** THIS BEASTIE!

WELL, I'LL *BE*--! IT RAN LIKE A *THIEF!*

I DIDN'T REALLY THINK I WAS GETTING *TO* IT-- BUT AT LEAST THE HUMANS ARE ALL *SAFE* NOW.

COMMENDABLE. NOW, PERHAPS WE'D BEST *INTRODUCE* OURSELVES TO THE GENTLEMEN DIRECTLY *BEHIND* US--

--BEFORE THEY DECIDE TO--

ARRRHH--!

BONK!

KLONK!

UNNH--!

PERHAPS THE ACTIONS OF THE UNSPEAKING KNIGHTS SEEM *REMISS* TO YOU, GENTLE READER...

BUT, BEFORE YOU *JUDGE* THEM: WHAT WOULD *YOU* DO, IF YOU WERE A *MEDIEVAL MAN*--

--SUDDENLY FACED WITH A *TALKING GOLDEN GORILLA* AND A REAL-LIFE *FLAMING YOUTH?*

YES, WE *THOUGHT* YOU'D SEE IT THEIR WAY.

UNFORTUNATELY, FAR DISTANT, THERE ARE THOSE WHO TAKE A FAR LESS PHILOSOPHICAL VIEW OF THE SITUATION...

JOHNNY-- AND *GORR!* CAPTURED-- JUST LIKE *REED* AND *BEN!*

YOU'VE GOT TO SEND ME *TO* THOSE PLANETS-- SO I CAN TRY TO *SAVE* THEM!

THERE IS *NO TIME,* WOMAN--

--FOR MEASURING *FOUR LIVES* AGAINST MILLIONS UPON *MILLIONS!*

THEN-- WHAT WILL *HAPPEN* TO THEM?

FAP

THAT CAN NO LONGER BE MY *PRIME CONCERN.*

I KNOW ONLY THAT THERE IS NOW BUT *ONE WAY* TO PRESERVE THE *UNCOUNTED SOULS* I HAVE EVOLVED ON COUNTER-EARTH...

...*ONE WAY* TO KEEP THE *WORLD-DEVOURER* FROM DESTROYING MY *GREATEST CREATION:*

I MUST *CHALLENGE* GALACTUS TO FIGHT TO THE *DEATH--*

HIS LIFE-- OR MINE!

AND THAT'S JUST WHAT HAPPENS--NEXT ISSUE!

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STARQUEST!

THE HIGH EVOLUTIONARY: ONCE, HE WAS AS HUMAN AS YOU OR I -- BEFORE HE BECAME PURE SPIRIT, INHABITING A SHELL OF METALLIC ARMOR.

BUT NOW, AS HE THUNDERS HIS RAGE AT THE WORLD-DEVOURER CALLED GALACTUS, HE REMINDS THE WATCHFUL SUE RICHARDS THAT HE WAS A MAN BEFORE HE BECAME A GOD...!

DAMN GALACTUS!

SO HE WOULD CONSUME MY COUNTER-EARTH, WOULD HE?

USE IT-- AS HE'S USED COUNTLESS OTHER WORLDS, TO QUELL HIS COSMIC HUNGER FOR A PASSING MOMENT!

I MUST CHALLENGE HIM, THEN-- CHALLENGE HIM TO A FIGHT TO THE DEATH!

EITHER GALACTUS MUST PERISH-- OR ELSE THE HIGH EVOLUTIONARY!

ROY THOMAS & JOHN BUSCEMA
AUTHOR / EDITOR — ARTIST

JOE SINNOTT, EMBELLISHER

JANICE COHEN / COLORIST — JOE ROSEN / LETTERER

C-62

YOU'RE **POWERFUL**--YOU **MUST** BE, TO HAVE CREATED AN ENTIRE **EARTH** HERE ON THE FAR SIDE OF THE SUN, AND ENDOWED IT WITH **HUMAN LIFE**--

BUT, EVEN **YOUR** POWER CAN'T POSSIBLY BE A MATCH FOR **GALACTUS!**

THEN I SHALL **DIE**, IN THE SAME HOUR THAT MY **CREATION** DIES--

--A WORLD EVEN **I** ONCE WISHED TO DESTROY!

EACH OF US BUT PLAYS THE ROLE THAT A **HIGHER FATE** HAS ASSIGNED US, WOMAN.

THUS IT WAS **WRITTEN**, PERHAPS, IN THE VERY INSTANT THAT MY **PROTECTIVE SCREEN** AROUND COUNTER-EARTH **FAILED** FOR A FEW SECONDS--

"FOR, **IN** THOSE FEW SECONDS, THE **DESTROYER** DETECTED ITS EXISTENCE AS A POSSIBLE **ENERGY-SOURCE** FOR HIS **MASTER**--

"--THE WORLD-HUNGERING **GALACTUS.**

"THINKING THAT PERHAPS THE **FANTASTIC FOUR** COULD HELP, I EVOLVED THE GOLDEN GORILLA **GORR** TO A STATE OF HUMAN INTELLIGENCE--AND SENT HIM TO **ABDUCT** YOU HERE--

"BUT NOW, I REALIZE ONLY SOMEONE WHO IS **MORE** THAN HUMAN CAN HOPE TO PREVAIL AGAINST **GALACTUS!**

YOU KNOW THE **CHOICE** HE HAS GIVEN US: YOUR FRIENDS MUST FIND **EITHER** A PLANET WILLING TO **SACRIFICE** ITSELF, DOWN TO ITS LAST **INHABITANT** OF HUMAN-LEVEL INTELLIGENCE...

--OR ELSE A WORLD **THEY** THEMSELVES WOULD SEE DECIMATED IN COUNTER-EARTH'S **PLACE.**

AND ONLY **THESE THREE** PLANETS, IN THIS SECTOR OF SPACE, CAN POSSIBLY BE **USED** FOR THE SACRIFICE.

BUT, THE F.F.--AND **GORR**--ARE INVESTIGATING **TWO** OF THOSE WORLDS--

--AND WE'VE SEEN THAT THEIR **LIVES** ARE IN DANGER AT THIS VERY **MINUTE!**

I WANT YOU TO SEND ME TO THOSE WORLDS TO **RESCUE** THEM--**RIGHT NOW!**

NO! I AM NOT INSENSITIVE TO YOUR **CONCERN...**

BUT THERE ARE **BILLIONS** OF LIVES AT STAKE ON **COUNTER-EARTH**, AND I **CANNOT**--

MAYBE **YOU** CAN'T-- BUT **I** CAN-- AND **WILL!**

NO! YOU DON'T KNOW HOW TO **OPERATE** MY DELICATE INSTRUMENTS. I'LL **NOT** ALLOW YOU TO--

YOU WON'T HAVE ANY **CHOICE**-- ONCE I'M **INVISIBLE.**

THEN, THERE IS **SILENCE** IN THE NERVE CENTER, THERE IN THE HEART OF THE MANMADE **ASTEROID**..!

GIVEN **TIME**, THE HIGH EVOLUTIONARY COULD DOUBTLESS **LOCATE** THE INVISIBLE GIRL, USING **SENSORS** BUILT INTO HIS ARMOR...

BUT, HE **HAS** NO SUCH TIME-- NOR DOES HE SEEM OVERLY **CONCERNED** WHEN A CERTAIN **LEVER** SUDDENLY MOVES, AS IF OF ITS **OWN ACCORD**...

RATHER, HE TURNS AND **STRIDES** UNSPEAKING FROM THE ROOM...

...AS IF HE HAS ALREADY **FORGOTTEN** THE MATTER...AS, PERHAPS, HE **HAS.**

AND, **ALREADY**-- SUE RICHARDS KNOWS **WHY!**

NO-- **NO!!**

I MEANT TO TELEPORT MYSELF TO ONE OF THE TWO PLANETS WHERE **REED** AND THE OTHERS WENT--

BUT **INSTEAD**, I'VE LANDED ON THE **THIRD** PLANET-- THE **BARREN** ONE, WHICH SHOWED NO SIGN OF **HABITATION!***

IT DOESN'T EVEN HAVE ENOUGH **OXYGEN** TO SUPPORT LIFE!

*THIS AND OTHER SCENES FROM OUR **LAST** FEW ISSUES, OF COURSE.--ROY.

IN MY DESPERATION, I'VE **DOOMED** MYSELF-- AND PERHAPS THE **OTHERS** AS WELL!

I'VE ENOUGH **AIR** INSIDE THE **FORCE FIELD** I TELEPORTED HERE WITH ME--TO LAST FOR A **FEW HOURS** AT MOST!

AND **THEN**--

THERE IS NO NEED TO **COMPLETE** THE THOUGHT ALOUD.

FOR, THERE IS NO ONE TO **HEAR.**

WHILE, MILLIONS OF MILES DISTANT, **REED RICHARDS** AND **BEN GRIMM** FACE PROSPECTS WHICH SEEM ONLY **RELATIVELY** LESS DIRE...

TORGO-- WE'VE ALREADY SWORN WE'VE **NO INTENTION** OF BETRAYING YOUR PLANET'S LOCATION TO **GALACTUS.**

YEAH! NOW, FER PETE'S SAKE, TURN OFF THIS **MAGNET** GIZMO AN' LET US **LOOSE!**

FEW THINGS WOULD PLEASE ME **MORE,** MEN OF EARTH.

BUT, ALAS, I FEAR WHAT YOU SO FERVENTLY REQUEST IS **IMPOSSIBLE.**

AS **FIRST AMONG EQUALS** ON THE PLANET **MEKKA**, I CANNOT RISK YOUR **CHANGING YOUR MINDS,** AND SACRIFICING MY WORLD TO GALACTUS' **COSMIC HUNGER.**

THUS, EVEN THOUGH YOU ONCE **HELPED** ME AND MY PEOPLE--*

--I HAVE **ALTERED** THE ELEKTRO-CLAMPS SO THAT THEY ATTRACT YOUR **OUTER FLESH** WITH IRRESISTIBLE POWER.

*AS SEEN 'WAY BACK IN ISH *93. --R.T.

WELL THEN, IF YOU WON'T **RELEASE** US, AT LEAST YOU CAN SATISFY MY **CURIOSITY** ABOUT SOMETHING:

HOW IS IT THAT A RACE OF **ROBOTS** EVOLVED ON A PLANET WITH JUST THE **RIGHT ATMOSPHERE** TO PRESERVE **HUMAN LIFE?**

HEY, THAT'S **RIGHT,** STRETCH!

ROBOTS WOULDN'T NEED A WORLD WITH EXACTLY THE RIGHT AMOUNT OF **OXYGEN!**

YOU HAVE PERHAPS **GUESSED** THE TRUTH, RICHARDS...

IT IS BECAUSE, THOUGH WE ARE FAR MORE **COMPLEX** THAN WHAT I SENSE YOU MEAN BY THE WORD "**ROBOT**," WE STILL ARE NOT THE **ORIGINAL** INHABITANTS OF THIS SPHERE.

...WHICH, OF COURSE, WAS NOT THEN CALLED **MEKKA.**

THE **EARLIER** INHABITANTS WERE MUCH MORE LIKE **YOURSELVES**...

"...EVENTUALLY PROGRESSING TO THE STAGE WHERE THEY DESIRED **MECHANICAL SERVANTS** -- '**MEKKANS**,' THEY CALLED THEM.

"IN POINT OF FACT, I WAS THE **FIRST** SUCH...

"...THOUGH, AFTER BUILDING ME, THEY **MODIFIED** THEIR DESIGN...SO THAT ALL **LATER** MEKKANS WERE **SMALLER** THAN I.

"WE METALLICS PROVED SO EFFICIENT THAT ***MEKKANIZATION***, AS THEY CALLED IT, OF THE ***WHOLE PLANET*** SOON FOLLOWED...

"...TILL ALL THE WORLD'S ***SURFACE*** WAS OVERLAID WITH METAL.

"EVEN ***ARTIFICIAL PLANTS*** WERE DEVELOPED, AND ***TRUE*** PLANT-LIFE ALLOWED TO ***DIE OFF.***

"BUT THE HUMANS MADE A ***FATAL MISTAKE:***

"FOR, THE ARTIFICIAL PLANTS PROVED ESPECIALLY VULNERABLE TO A CERTAIN KIND OF ***SPORE-VIRUS*** THAT DRIFTED IN FROM ***SPACE...***

"...A VIRUS WHICH ***SLEW*** ALL THE PLANET'S HUMANS, WHEN OXIDIZED BY THE PLANTS INTO THEIR ***AIR SUPPLY.***

"I MYSELF ***BURIED*** THE LAST MORTALS LEFT ON THE GLOBE...

...AND RENAMED IT ***MEKKA***, LONG CENTURIES SINCE.

THE AIR SUPPLY HAS MAINLY ***CLEANSED*** ITSELF OF THE VIRUS NOW, OBVIOUSLY... OR ELSE ***YOU TWO*** WOULD ALREADY HAVE PERISHED.

AS FOR ***US:*** WE LIVE OUR LIVES IN ***TRANQUIL STERILITY*** SUCH AS YOU COULD NOT APPRECIATE--NEVER BIRTHING, NEVER DYING--

--POWERED BY YONDER ***TOWER OF LIFE***, WHICH HAS LONG OUTLASTED THE ***MEN*** WHO BUILT IT.

AND NOW, IN FACT, I MUST ***GO*** THERE--

--TO PREPARE YOU FOR THE ***ULTIMATE RESOLUTION.***

"THE ULTIMATE RESOLUTION"? YOU KEEP ***SAYIN'*** THAT! WHAT'S IT ***MEAN?***

IT MEANS THAT ***BOTH*** OF YOU WILL BE TURNED INTO ***TRUE MEKKANS.***

ROBOTS! YER GONNA TURN US INTA ***ROBOTS***, YA DIRTY--!

SEEN FROM ***MY*** VANTAGE POINT, THING, THAT IS LESS A ***PUNISHMENT*** THAN AN AWESOME ***PRIVILEGE.***

MY ONLY ***ALTERNATIVE*** WOULD BE TO ***TERMINATE YOUR LIVES--***

BUT, THAT IS AGAINST OUR ***PRIMAL DIRECTIVE***, INSTILLED IN US AGES AGO BY OUR ***HUMAN CREATORS.***

FAREWELL... FOR ***NOW.***

WHAT'S *WITH* YOU, BIG BRAIN? HOW COULD YOU JUST LET TORGO *WALK OFF* LIKE THAT-- WITHOUT SAYIN' A *WORD?*

I *WANTED* HIM TO LEAVE--BECAUSE HE'S SO CONFIDENT WE CAN'T ESCAPE THAT HE'S LEFT US *UNGUARDED.*

AND I'VE GOT AN EDUCATED HUNCH THAT *YOU* CAN GET FREE, ANY TIME YOU *WANT* TO!

ME? PARDON ME FOR SEEMIN' *DENSE*-- BUT *HOW?*

THINK, BEN! YOU'RE NOT REALLY THE "*THING*" THAT TORGO REMEMBERS-- BUT A *NORMAL MAN* NOW, INSIDE AN *EXO-SKELETON* I DESIGNED!

YEAH, *YEAH*--TELL ME SOMETHIN' I DON'T ALREADY *KNOW.*

DON'T YOU *SEE?* TORGO ALTERED THE MAGNET TO ATTRACT OUR *OUTER FLESH,* HE SAID.

DO I HAVE TO DRAW YOU A *MAP?*

OKAY, I *GET* IT. NO NEED TA GET ALL *TESTY.*

YOU BUILT AN *EMERGENCY ESCAPE BUTTON* INTO THE *MITTS* OF THIS ZOOT-SUIT.

ALL I DO IS *PRESS* IT, AN' THE SUIT *POPS OFF*, LIKE AN *ORANGE PEELIN'!*

RIGHT!

GOOD THING TORGO *ADJUSTED* THE MAGNET--OR ELSE IT'D ATTRACT MY *HUMAN* SKIN, TO BOOT!

NOW, BEN, YOU SHOULD--

KLIK!

LISSEN, THERE'S *SOME* THINGS EVEN *BROTHER BENJY* CAN DOPE OUT FOR *HIMSELF--*

--AND *ONE* OF 'EM'S HOW TO LOCATE AN "*OFF*" SWITCH!

THERE!

GREAT! NOW THAT I'M FREE, I CAN *STRETCH* AGAIN-- AT LEAST WITHIN MY *NEW LIMITS.*

"*NEW LIMITS*"? I DON'T *DIG*, REED, WHAT--?

I'LL TELL YOU ALL ABOUT IT *AFTER* YOU ZIP UP YOUR *THING-SUIT*, OLD FRIEND.

WHY THE *HURRY?*

UH OH! I HADDA *ASK!?*

SURRENDER, OFFWORLDERS!

WE HAVE NO WISH TO DO YOU EVEN *ACCIDENTAL* HARM IN *RE-CAPTURING* YOU.

GLAD TO *HEAR* IT!

THAT MEANS MAYBE--JUST *MAYBE*-- WE'VE GOT A CHANCE OF *DEFEATING* YOU WITHOUT *DESTROYING* YOU.

YEAH! I'M STILL *PULLIN'* *MY PUNCHES*, LIKE BEFORE--

BLOM!

BUT, S'HELP ME, IF AN' WHEN IT LOOKS LIKE IT'S EITHER *US* OR *THEM*--

--I'M GONNA SEE TO IT THAT IT'S *THEM!*

WOK!

YOU DOIN' OKAY, RUBBER MAN?

YOU SEEM AWFUL *QUIET* FOR A CHANGE.

WELL, WE'LL JUST HAVETA *DO* SOMETHIN' ABOUT THAT, *WON'T* WE?

HERE, CUDDLES.

CHEW ON *THIS* A WHILE!

SKRUNCH

OH *YEAH*-- NOW I SEE *WHY.*

NOW, REED-- WHAT'S ALL THIS ABOUT "NEW LIMITS" ON YER POWERS?

IF YOU BEEN HOLDIN' OUT ON ME, OL' BUDDY--

THE PERSON I'VE BEEN MOST DECEIVING, I'M AFRAID, HAS BEEN-- MYSELF.

YOU MAY HAVE NOTICED THAT, IN OUR RECENT BATTLES, I HAVEN'T STRETCHED MY RIGHT ARM.

IT'S BECAUSE-- I CAN'T, ANY LONGER.

HUH? I NEVER EVEN-- I MEAN, IS IT SOMETHIN' TEMPORARY, OR--?

I'M NOT SURE, BEN. BUT, NO TIME TO DISCUSS IT NOW.

WE'VE GOT TO REACH THE MEKKANS' POWER SOURCE-- THE SO-CALLED TOWER OF LIFE. COME ON!

YEAH. COMIN'.

JEEZ, WHAT A GUY! I CAN TELL THE WAY HE TALKS, HE FIGGERS HE'S LOSIN' HIS STRETCHIN' POWERS...

...AND HERE HE'S BEEN SPENDIN' ALL HIS TIME MONKEYIN' AROUND WITH MY EXO-SUIT, BECAUSE I LOST MINE!

I GOTTA MAKE IT UP TO HIM... SOMEHOW!

TWO GUARDS, BEN-- DEAD AHEAD!

I SEE 'EM.

Y'KNOW, SOMETIMES I WISH I WUZ ONE'A THEM OLD-TIME COMIC-BOOK HEROES--

--SO I COULD SAY SOMETHIN' CLEVER RIGHT NOW, LIKE: "TWO HEADS ARE BETTER THAN ONE!"

I'VE ALWAYS APPRECIATED YOUR RESTRAINT, MYSELF.

NOW, I'LL SEE IF I CAN--

THONK!

--YOU WILL CEASE THIS DESECRATION OF OUR HOLY PLACE, BOTH OF YOU, AND WE SHALL PROCEED WITH THE ULTIMATE RESOLUTION.

TORGO!

SOMEHOW, I HAD A HUNCH YOU'D DROP BY HERE.

I AM FIRST AMONG EQUALS, MEN OF EARTH.

IT IS MY DUTY TO PROTECT THE TOWER OF LIFE FROM ANY POTENTIAL INTRUDERS--

--EVEN IF IT MEANS I MUST DISOBEY THE PRIMAL DIRECTIVE!

IN SHORT, I HAVE BEEN *ALTERED* BY ELECTRONIC MEANS--

--SO THAT *I ALONE*, OF ALL MEKKANS, CAN *TAKE A HUMAN LIFE!*

GLAD TA *HEAR* IT, CHUM! THAT MEANS *I* CAN FEEL FREE TO--

MMMMFF!

ON THE *SKRULLS' WORLD*, THING, WE NEVER TRULY LEARNED *WHICH* OF US WAS THE *STRONGER.*

NOW-- HERE, *TODAY*-- WE SHALL AT LAST *LEARN* THE ANSWER TO THAT QUESTION--

THWAK!

--AND *I* AM DETERMINED THAT THE VICTOR SHALL BE *TORGO!*

WHOMP!

OH *YEAH*, BUB?

WELL, HERE'S SOME *LATE RETURNS* FROM THE PLANET *EARTH...*

...AN' IT LOOKS TO *ME* LIKE IT'S THE *UNDERDOG*, ALL THE WAY!

*FOOO

UH OH!

IT APPEARS THAT A *LITTLE* LUCK IS EXACTLY WHAT I'M GOING TO *HAVE*...

...AND IT'S *ALL BAD!*

HMMM... THEY'VE *SEEN* ME, BUT THEY'RE NOT UTTERING A *WORD.*

SINCE THEY'RE NOT *TALKING* TO ME, THEY MUST BE ABLE TO COMMUNICATE WITH EACH OTHER BY *HIGH-FREQUENCY SIGNALS* NO HUMAN CAN HEAR.

LORD! IF BEN WERE HERE, I KNOW WHAT HE'D SAY--

AND HE'D BE *RIGHT!*

HERE I GO *ANALYZING* THINGS AGAIN-- WHEN I'M SUPPOSED TO BE BUSY *SAVING THE WORLD!*

THEY'VE STOPPED ME *COLD.* BUT, IF MY *GOOD* ARM CAN ONLY--

NO GO! THAT *LEVER* IS OBVIOUSLY MEANT TO RAISE OR LOWER *ENERGY LEVELS* IN TIMES OF *PLANETARY STRESS...*

BUT, THAT MEKKAN'S GOT A *LOCK* ON MY *WRIST!*

GOT TO *TRY* SOMETHING-- I'VE NEVER *ATTEMPTED* BEFORE--!

I-- *DID* IT! MANAGED TO *REACH* THE LEVER-- BY STRETCHING MY *FINGERS*-- TO THEIR *ABSOLUTE LIMIT!*

IT *HURTS*-- LIKE NOTHING'S EVER HURT ME *BEFORE!*

DON'T KNOW-- IF I HAVE THE *STRENGTH* LEFT-- TO MOVE THE *LEVER*--!

WHILE, JUST OUT OF EAR-SHOT...

YER *STRONG,* TORGO-- EVEN STRONGER'N I *REMEMBER.*

OR ELSE IT'S THE DIFFERENCE BETWEEN THIS *SUIT* AND THE *REAL ME!*

THOOM

BUT, *WHAT-EVER* IT IS-- I'VE BEEN SAVIN' UP MY *SUNDAY PUNCH* ALL WEEK--

--AN' *HERE IT IS!!*

HAH! MAYBE I AIN'T LOST ALL THE OLD PIZZAZZ, AT THAT!

HE'S GOIN' DOWN LIKE THE PROVERBIAL ROCK.

THE WINNER-- AN' STILL CHAMPEEN!

NOW TA FIND-- STRETCH!

YOU OKAY?

I-- THINK SO.

THE MEKKANS! WHAT ABOUT--?

OH.

THAT MEANS YOU SHUT OFF THE JUICE.

THAT'S WHAT I WAS SUPPOSED TO DO, ISN'T IT?

YEAH. IT JUST MEANS-- I DIDN'T REALLY BEAT TORGO.

YOU JUST TURNED 'IM OFF-- LIKE A LIGHT BULB.

BUT-- NAW, IT AIN'T JUST THAT, AND WE BOTH KNOW IT.

LOOK AT 'EM, REED. SURE, THEY'RE ROBOTS-- BUT THEY'RE MORE THAN THAT, TOO!

THEY'VE GOT AS MUCH RIGHT TO THEIR LIVES AS COUNTER-EARTH... OR OUR EARTH.

WHAT I'M TRYIN' TA SAY IS --

I KNOW WHAT YOU'RE TRYING TO SAY, BEN... AND YOU'RE RIGHT.

WE CAN'T JUST LEAVE THEM LIKE THIS.

YEAH, AND I WISH I DIDN'T.

SO-- YOU KNOW WHAT TO DO.

I GUESS THIS IS THE ON/OFF SWITCH.

IT'D BE SO EASY TO LEAVE IT OFF. ABOUT AS EASY AS-- YEAH--

--ABOUT AS EASY AS PUSHIN' THE BUTTON TO START WORLD WAR THREE.

WHRRRR

AN' HERE COMES CONTENDER #1 AGAIN.

OKAY, TORGO-- YOU WANNA MIX IT UP, I'M READY!

THERE IS NO NEED.

I COULD SENSE YOUR DEEDS, EVEN WHILE INANIMATE...

AND IT MAY SURPRISE YOU TO KNOW THAT A MAN OF METAL, TOO, CAN KNOW... SHAME.

THERE WILL BE NO ATTEMPT TO SUBDUE YOU. I SHALL ACCEPT YOUR WORD TO KEEP MEKKA'S LOCATION A SECRET.

GO IN PEACE, BOTH OF YOU...

...AND ACCEPT, IF YOU WILL, A ROBOT'S PRAYERS FOR THE SAFETY OF THE WORLD YOU SEEK TO SAVE!

THANKS, TORGO... THOUGH IT MAY BE GETTING TOO LATE FOR THAT.

IN FACT, WE SHOULD BE DRAWN BACK THERE...

...ANY SECOND NOW!

BUT, SECONDS PASS...THEN MINUTES, UNTIL...

WHAT'S UP, STRETCH? WHAT'S GONE WRONG?

I'VE... NO IDEA, BEN...

...UNLESS... SOMETHING HAS HAPPENED TO THE HIGH EVOLUTIONARY...

...IN WHICH CASE...

IN WHICH CASE, WE AIN'T GOIN' HOME--

--EVER AGAIN!

MEANWHILE, SOME LIGHT YEARS AWAY, ANOTHER PAIR OF BEINGS AWAKE--ONE FROM EARTH, THE OTHER AN INTELLECTUALLY MUTATED APE BORN ON A DUPLICATE OF OUR WORLD.

THOUGH 200 MILLION MILES AND A GLOWING SUN SEPARATED THEM BEFORE, THEY NOW SHARE A COMMON DESTINY UPON A THIRD SPINNING SPHERE...

HEY, GORR-- RISE AND SHINE!

IT'S DAYLIGHT IN THE SWAMPS!

;UHHHH! WHAT HAPPENED--?

KEEP RUBBING YOUR HEAD. IT'LL COME BACK TO YOU.

ONLY, DON'T TAKE TOO LONG, OR ONE OF US ISN'T GOING TO HAVE A PLANET TO GO BACK TO!

THE DRAGON--THOSE KNIGHTS! NOW I DISTINCTLY RECALL--!

BUT, WHAT HAVE THEY DONE TO YOU?

JUST SUBMERGED ME CHEST-DEEP IN WATER.

THOSE MEN-OF-IRON DIDN'T EXACTLY TAKE KINDLY TO THE IDEA OF A HUMAN TORCH, REMEMBER?

INDEED I DO, YOUNG FRIEND. THE HIGH EVOLUTIONARY SENT US HERE TO LEARN IF THIS PLANET'S DOMINANT SPECIES WERE IN THE MOOD TO COMMIT AUTO-GENECIDE...

...AND WE WOUND UP RESCUING A LADY FAIR FROM AN AUTHENTIC FIRE-BREATHING DRAGON!

"ALAS, WE'D HAVE BEEN *BETTER* ADVISED TO HAVE GUARDED OUR *POSTERIORS*...

KONK!

"...SO THAT THOSE WE'D *BEFRIENDED* COULD NOT HAVE *TURNED* ON US!"

LOOK AT THE *BRIGHT* SIDE, APE-MAN:

THEY COULD HAVE *RUN US THRU*, INSTEAD OF USING THEIR LANCES AS *BLACKJACKS*.

AS A MATTER OF UNEQUIVOCAL *FACT*, MASTER STORM...

...I'VE BEEN *PONDERING* PRECISELY THAT.

NOW, AS A *GORILLA* ONLY RECENTLY EVOLVED FROM A PRIMEVAL STATE-- ALBEIT OF RESPLENDENT *COLOR*-- I KNOW LITTLE OF *MEDIEVAL CUSTOMS*.

STILL, I *DO* THINK SAID BEHAVIOR TO HAVE BEEN DECIDEDLY *ATYPICAL*.

I'D LOVE TO HEAR YOU AND *REED* GO AT IT, GORR; YOU'D WIPE OUT A *CITY BLOCK* WITH YOUR VOCABULARIES...

BUT, RIGHT ABOUT *NOW*, WE'VE GOT A *VISITOR*-- AND IT SURE ISN'T THE *STABLE-BOY!*

KEEP A *CIVIL* TONGUE IN THY HEAD, YOUTH...

FOR, 'TIS THE *ONLY* KIND I SHALL ALLOW THEE TO *KEEP!*

CUT THE *KING ARTHUR* CRUD, WHISKERS-- AND TELL US WHAT'S *WITH* THIS CAMELOT BIT, ANYWAY!

IS THE *WHOLE PLANET* PLAYING *"1066,"* OR *WHAT?*

THY WORDS *CONFUSE* ME, BOY... TRULY THEY *DO*.

BUT, I'VE LITTLE TIME FOR THE LIKES OF *YOU*...

FOR, I HAVE COME TO SEE FOR MYSELF THIS POOR FELLOW WHO IS SAID TO RESEMBLE A *GOLDEN APE*...

...YET WHO IN TRUTH IS REPUTED TO *SPEAK*, LIKE UNTO A *PARROT*.

LIKE A *PARROT!?* WHY, YOU MYOPIC, MISANTHROPIC *PSEUDO-MONARCHIST--!*

ATTABOY, GORR! HIT 'IM WITH YOUR *THESAURUS!*

I SHALL DO DISTINCTLY *MORE* THAN THAT-- IF HE'LL PLAY BY MARQUIS-OF-QUEENSBURY RULES!

I *CHALLENGE* YOU, YOUR MOST MISERABLE MAJESTY-- *YOUR* HAND-PICKED CHAMPION, AGAINST *ME*--

--WE GO *FREE* AND GET ANY *BOON* WE ASK IF I *WIN*, AND--

AND YOU *DIE* IF YOU *LOSE!*

AGREED.

OUTSTANDING! SO, HOW *SOON* CAN WE--?

I HAD *ALREADY* ORDERED SUCH A TOURNAMENT ERE I *CAME* HERE...

...THE BETTER TO WATCH A MONSTER'S *DYING AGONIES.*

FAREWELL.

HMMM...OPEN *MOUTH*, INSERT *PAW.*

AT LEAST IT'LL GIVE US A *FIGHTING CHANCE.*

AND, TO TELL THE *TRUTH*-- IF I GOT THE CHANCE TO SACRIFICE *THIS* WORLD TO GALACTUS--!

SAY NO *MORE*, FLAMING YOUTH.

A VERY SHORT TIME LATER...

WOW! I THOUGHT THE *THING* COULD LOOK FAR-OUT IN SOME OF THE THREADS *HE'S* WORN...

BUT, *YOU* TAKE THE WHOLE *BANANA*, GORR!

I'LL ACCEPT THAT AS A *COMPLIMENT*, YOUNG FRIEND.

IMAGINE: MERE *WEEKS* AGO, I WAS A CAREFREE *ANIMAL* IN A GAME PRESERVE ON *COUNTER-EARTH*; AND *NOW...*

MOUNT UP, CHURL! WE'VE NO MORE TIME TO *DALLY* WITH THEE.

IS *THIS* SUFFICIENT SPEED, SIR LOUT?

OR TO PUT IT MORE COLLOQUIALLY: "LOOK, MA...NO *STIRRUP!*"

THOU MAYEST LAUGH OUT THE *NETHER* SIDE OF THY *FACE*, GARGOYLE...

...WHEN THOU DOST BEHOLD THE *DARK KNIGHT OF ASTRALON!*

ULP!

AND NOW, ALARUMS SOUND-- ARMORED APE AND SILENT KNIGHT RUSH TOGETHER WITH SHARP LANCE-TIPS OUTSTRETCHED--

AH, IF THE SOCIETY FOR CREATIVE ANACHRONISM COULD ONLY SEE ME NOW!

FROM ANTHROPOID TO SIR GALAHAD, IN ONE CONVENIENT LESSON!

OWWW!

OF COURSE, THERE ARE STILL A FEW FLAWS IN MY TECHNIQUE...

...SUCH AS BEING KNOCKED WHOLLY OUT OF THE SADDLE...

BUT, IT'S REALLY ALL A MATTER OF AGILITY AND BALANCE...

...DEPARTMENTS IN WHICH I HAVE CERTAIN HEREDITARY ADVANTAGES...

...AS THE TIN WOODMAN HERE IS ABOUT TO LEARN!

UHHHN--!

THUNK!

NOW, YOUR MAJESTY, IT'S TIME TO KEEP YOUR WORD.

I HATE TO DEMAND THIS, EVEN THOUGH I WAS VICTORIOUS, BUT--

YOU'VE NOT WON, MONSTER, UNTIL I DECREE THE TOURNEY ENDED...

...WHICH I SHALL DO ONLY WHEN YOU HAVE SLAIN YON DRAGON, WHICH MY MEN FOUND SLEEPING IN THE FOREST AND DID CAGE!

THIS ISN'T REALLY CRICKET, YOUR MAJESTY. YOU--

CAREFUL, YOU VERMIN! HE'S AWAKE-- HE'S STRUGGLING!

HE'S BREAKING FREE!!

RRAAKK!

HE'S COMING-- FOR ME!
KILL HIM, YOU FOOLS! YOUR LASERS--!
AARRR
WE HEAR AND OBEY, SIRE!
FIRE! FIRE AT WILL!
ZZK
ZZK
ZZK
THE DRAGON IS DOWN!
THOSE LASERS REPLACED THE LANCES AT A SUSPICIOUSLY FAST RATE OF SPEED.
I MUST PRESUME YOU MEDIEVAL TYPES ARE NOT WHAT YOU SEEM.
HARDLY. THE NEED FOR MASKS IS OVER NOW...
WE DID NOT WISH TO SPOIL OUR ENJOYMENT BY ENLIGHTENING YOU AT AN EARLIER STAGE.
BUT, WE CAME HERE FROM ANOTHER STAR, THAT WE MIGHT MODIFY AN ENTIRE PLANET TO OUR CHOSEN LIFE STYLE.
YOU TWO, WHO MUST COME FROM THE PLANET EARTH, MIGHT KNOW US BETTER AS...
...SKRULLS!
THEN-- THERE IS NO NATIVE DOMINANT RACE ON THIS WORLD?
THERE WAS-- UNTIL A FEW MOMENTS AGO.
THERE HE LIES--
--THE LAST, LATE SURVIVOR OF THE RACE OF INTELLIGENT, HERBIVOROUS REPTILIANS WHICH RULED THIS PLANET BEFORE OUR COMING!
THE DRAGON!?
SURE! IT'S JUST LIKE US, TO THINK THAT A WORLD'S MAIN RACE ALWAYS HAS TO LOOK HUMAN!
THIS WAS JUST LIKE THAT OTHER WORLD, THAT THE SKRULLS TURNED INTO AN OLD GANGSTER MOVIE SET!
BUT, IF THAT THING WAS A VEGETARIAN-- THEN WHY DID IT ATTACK THE GIRL?
BECAUSE IT KNEW SHE WAS NOT A GIRL, EARTHMAN-- BUT THE MOVING, MINIATURIZED EMBODIMENT OF THE COMPLEX MACHINERY WHICH KEPT OUR MECHANICAL HORSES FUNCTIONING.
IN SHORT-- "SHE" IS TRULY A WALKING COMPUTER.
KNOWING THIS, THE DRAGON WISHED TO DESTROY HER.
BUT NOW, WITH ITS DEATH, THERE IS NO MORE CHALLENGE... NO MORE PLEASURE FOR US IN REMAINING UPON THIS FORSAKEN PLANET.
WE MUST BE OFF...

...TO FIND NEW WORLDS TO MASTER...

...AND TRANSFORM!

VROOOOM!

THE CASTLE! ONE OF ITS TOWERS WAS-- A SKRULL SPACE-SHIP!

WE WON, LAD. WHY SO SOLEMN?

PARTLY BECAUSE I WAS ABOUT AS MUCH USE AS A FIFTH WHEEL--

--BUT MOSTLY BECAUSE THIS IS NOW A DEAD WORLD-- AND NO GOOD FOR GALACTUS!

PERHAPS... THERE IS STILL TIME...!

BUT WHEN, SOON AFTERWARD, THE APPOINTED MOMENT FOR DEPARTURE COMES--AND GOES, LEAVING THEM STILL STRANDED--

--THEY KNOW SOMETHING HAS GONE WRONG-- DREADFULLY WRONG!

THEY DARE NOT GUESS WHAT IT IS.

WHILE, ON THE WORLD WE CALL COUNTER-EARTH, BUT WHICH TO ITS FEARFUL MULTITUDES IS THE REAL EARTH--

WHERE'VE YOU BEEN, MISTER-- THE MOON?

WH-WHAT'S THAT-- ON TOP OF THE TRANS-AM BUILDING?

IT'S SOME KIND OF GIANT-- HE'S BEEN UP THERE FOR HOURS NOW--

--AND NOTHING THE AIR FORCE CAN TOSS AT HIM CAN KNOCK HIM OFF!

THEY SAY ON THE TV-- HE'S COME TO DESTROY THE WORLD!

SHRAM!

AYE--AS ONCE I SOUGHT TO DEVOUR THE TRUE EARTH, AND FAILED!

BUT, THIS TIME, GALACTUS SHALL FEED LONG AND WELL!

AND I SAY GALACTUS SHALL GO HUNGRY--

--OR ELSE HE SHALL PERISH, HERE ON A WORLD HE NEVER MADE-- BUT I DID!

THE HIGH EVOLUTIONARY-- GROWN AS HUGE, AS GARGANTUAN AS MYSELF!

THEN, WE MUST DO BATTLE THIS DAY FOR THIS COUNTER-EARTH--

--AND ON THE OUTCOME DEPENDS THE FATE OF FOUR BILLION!

NEXT ISSUE: CLIMAX, CONCLUSION-- AND CATASTROPHE!

FANTASTIC FOUR

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THE BATTLE OF THE EONS!

THE HIGH EVOLUTIONARY VS. GALACTUS!

WE MUST BREAK FREE! WE MUST!

IF WE DON'T, THOSE TWO WILL DESTROY EACH OTHER-- AND TAKE THE WORLD WITH THEM !!

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Stan Lee PRESENTS: THE FANTASTIC FOUR!™

WHEN GIANTS WALK THE SKY!

MAYBE YOU CAN'T TELL IT FROM THIS PICTURE-- BUT EACH OF THESE SQUARED-OFF PROTAGONISTS IS SEVERAL STORIES TALL...

AND, WHEN EITHER OF THEM SPEAKS, THE OTHER-- AND THE WORLD BELOW-- HAD BETTER LISTEN!

HEED, GALACTUS, THE WORDS OF THE HIGH EVO-LUTIONARY:

LEAVE THIS PLANET I HAVE CREATED AND CALLED COUNTER-EARTH, AND LEAVE IT AT ONCE-- OR FACE A WRATH BEYOND COMPARE!

AND HEAR YOU, SKY-STRIDER, THE PRO-NOUNCEMENT OF YOUR SUPERIOR:

GALACTUS WALKS WHERE GALACTUS WILLS!

ROY THOMAS & JOHN BUSCEMA
CO-AUTEURS OF AWESOMENESS

JAN COHEN / COLORIST
JOE ROSEN / LETTERER

AND, AT THIS MOMENT IN TIME, GALACTUS WISHES TO TREAD THE **AIRPATHS** LIKE YOURSELF...

...THAT WE MAY **CONVERSE** MORE FREELY, AND THUS DECIDE THE **FUTURES OF WORLDS...**

COME THEN. BUT, TIME GROWS **SHORT...**

AND SO DOES MY **TEMPER!**

*IT HAS HAPPENED **BEFORE**, AND WILL **AGAIN:***

*TWO GREAT AND POWERFUL **ENTITIES**, MEETING ON SOME INACCESSIBLE SUMMIT TO RESOLVE THE DESTINIES OF THE **GAPING MASSES...***

TRANS-AMERICAN AIRLINES

*...WHO CAN ONLY **STARE UPWARD** FROM FAR, SO FAR **BELOW...***

*...AND WONDER NOT ONLY WHAT THEIR **ULTIMATE FATES** WILL BE...*

PARK AVE.

43 ST.

ONE WAY

BUGLE 0

KENNEDY NOMINATED IN NYC

*...BUT ALSO WHETHER THEY WILL EVER TRULY **KNOW** WHAT TRANSPIRED..!*

HERE IS MY **POSITION**, GALACTUS, AS ONE WHO WAS ONCE **HUMAN** HIMSELF ON THE **ORIGINAL** EARTH, 200 MILLION MILES AWAY:

I **MADE** THIS WORLD -- WITH THESE **HANDS**, AND THIS **MIND.**

IF YOU WOULD **DEVOUR** IT TO FEED YOUR **COSMIC APPETITE**, AS YOU HAVE SO MANY **OTHER** PLANETS -- YOU MUST FIRST DESTROY **ME.**

MY POSITION, EVOLUTIONARY, IS EVEN **SIMPLER:**

I **HUNGER.**

AND, **WHEN** I HUNGER... I **FEED.**

I GAVE YOU AND YOUR *HUMAN ALLIES* A SINGLE DAY TO FIND AN *ALTERNATE* WORLD I COULD DEVOUR, *RATHER* THAN THIS ONE.

I TAKE IT THEY HAVE *FAILED*?

THAT I CANNOT *DENY*...!

"THE *HUMAN TORCH* AND THE MUTATED GORILLA *GORR* NOW STAND UPON A PLANET THAT HAD BEEN *RE-MADE* IN THE IMAGE OF A *MEDIEVAL FAIRYTALE* BY NOW-DEPARTED SKRULLS.*

"EXCEPT FOR THEM, THAT GLOBE IS *DESERTED* NOW-- AND *USELESS* TO ONE WHO MUST DEVOUR VARIOUS KINDS OF *ENERGY* TO LIVE.

*SEE LAST ISSUE.--ROY.

"LIKEWISE, *TWO OTHERS* ARE STRANDED UPON THE PLANET *MEKKA*, WHICH THEY WILL NOT WILLFULLY SACRIFICE TO YOUR HUNGER, BECAUSE-- THOUGH IT IS INHABITED BY A *ROBOTIC* FORM OF LIFE-- STILL, THOSE MEN OF LIVING METAL HAVE *HUMAN FEELINGS*.

"THE FEMALE *SUE RICHARDS* TELEPORTED HERSELF TO TO THE *THIRD AND FINAL* WORLD WE HAD HOPED TO SUBSTITUTE FOR *COUNTER-EARTH*.

"YET, MY INSTRUMENTS OBVIOUSLY *ERRED* IN DECLARING IT CAPABLE OF SUSTAINING LIFE-- FOR, IT POSSESSES NEITHER *WATER* NOR *ATMOSPHERE*--

"--AND SHE NOW LIES *GASPING* UPON ITS ROCKY SURFACE, HER OXYGEN-CONTAINING *FORCE FIELD* SLOWLY SHRINKING AROUND HER!

"SOON, SHE WILL-- BUT, WHAT'S *THIS*?

"EVEN AS SHE BEGINS TO *LOSE CONSCIOUSNESS* IN THE THIN AIR-- SHE SEEMS TO *SEE* SOMETHING --

"--SOMETHING WHICH *SHOCKS* HER! I WONDER WHAT--

WELL, *NO MATTER*. THAT WORLD IS *DEAD*:--

AND, WITHIN MOMENTS, SUE RICHARDS WILL LIE DEAD *UPON* IT.

ALL ATTEMPTS TO FIND A WORLD WHICH MIGHT *SACRIFICE* ITSELF FOR MY COUNTER-EARTH HAVE *FAILED*...

STILL, I HAVE **NO** INTENTION OF LETTING YOU **CONSUME** ITS LIFE-FORCES LIKE SOME PARASITIC **SPONGE**--

--WITHOUT PUTTING UP A **FIGHT!**

DIFFICULT AS IT MAY BE FOR YOU TO **BELIEVE** THIS, I AM **PLEASED** THAT YOU HAVE CHOSEN TO MAKE A STAND.

MOST WORLDS FALL BEFORE THE SCYTHE WITH AN **EASE** WHICH FILLS ME WITH **ENNUI.**

OUR **BATTLE** SHALL BUT MAKE MY EVENTUAL **REPAST** ALL THE MORE **PLEASANT** TO ME--

--IF NOT NECESSARILY TO THE **GROUNDLINGS!**

YOU ARE **POWERFUL**, EVOLUTIONARY. YOU **MUST** BE, TO HAVE **MUTATED** YOURSELF SO QUICKLY INTO A BEING AS **GIGANTIC** AS MYSELF!

BUT, WHEN YOU FACE **GALACTUS**-- YOU FACE **POWER INCARNATE!**

PREPARE YOURSELF NOW-- FOR MY **FINAL ASSAULT!**

WHAT'S **HAPPENING?** IN THE NAME OF GOD-- **WHAT'S GOING ON?**

IT'S-- THE **END OF THE WORLD!**

IT **HAS** TO BE! THERE'S **NO OTHER ANSWER!**

AND, HIGH ABOVE, **SENSING** THESE WORDS, THE HIGH EVOLUTIONARY KNOWS THAT, IF HE BUT **FALTER**--

--THEY ARE **PROPHETICALLY SPOKEN!**

THIS BLAST WILL **DEVOLVE** YOU, MONSTER-- INTO THAT WHICH **ONCE YOU WERE!**

PERHAPS IT *WOULD*-- WERE IT TO *STRIKE* ME!

BUT, EVEN ONE WHO IS A *LEVIATHAN* BY ANY STANDARDS--

--CAN STILL *EVADE* SUCH RAYS, AND *LASH BACK*--

--THUS!

FOR A FLICKERING INSTANT, A NIMBUS OF *BLINDING LIGHT* ENVELOPES THE GLEAMING, METALLIC FIGURE...

THEN, IT IS *GONE*-- VANISHED FROM THE PURVIEW OF MEN--

AND, WERE WE LESSER MORTALS PERMITTED TO *FOLLOW* ITS TRACKLESS PATH--

--WE WOULD FIND OURSELVES SUDDENLY IN THE DREADED *NEGATIVE ZONE*--

--FROM WHICH, IT HAS BEEN SAID, THERE IS *NO RETURN!*

WHILE, BACK ON THIS *COUNTER-EARTH*, SPINNING ON THE OPPOSITE SIDE OF THE SUN FROM *OUR* BRIGHT BLUE MARBLE...

...GALACTUS HAS BUT TO POINT HIS *FINGER* AT HIS HOVERING *STARSHIP*...

...AND A VAST *MACHINE*, BEYOND THE ABILITIES OF MEN TO COMPREHEND, COMES AS IF AT HIS *BECK AND CALL.*

HE DOES NOT *SPEAK* NOW, FOR THERE IS NONE WORTHY TO *HEAR.*

BUT, AS HE ATTACHES THE GREAT DEVICE TO THE TOP OF THE *TRANS-AM BUILDING*, AN UNFAMILIAR *LOOK* PASSES OVER HIS FEATURES.

WE MIGHT CALL IT... A CERTAIN *SADNESS.*

WHAT *GALACTUS* WOULD CALL IT IS *IMMATERIAL*-- AS, THE *NEXT MOMENT*--

BEN-- *LOOK!* WE'RE BACK ON *EARTH!* WE-- *NO, WAIT!*

THERE'S *GALACTUS!* THEN THIS MUST BE *COUNTER-EARTH!*

ME, *I'M* JUST GLAD TO BE *ANY-WHERE*, STRETCH. I-- *HOLD IT!*

NOW THE *TORCH* IS POPPIN' UP--

--HIM AN' HIS *GORILLA BUDDY!*

THE *NAME*, MY DEAR MISANTHROPE, IS *GORR.*

OUR NAMES'LL ALL BE *MUD*, IF WE DON'T POLISH OFF THE *BIG G.* IN A HURRY!

GALACTUS! YOU MUST NOT *DO* THIS THING!

WHAT? WOULD YOU TURN ASIDE WITH MERE *WORDS* WHAT YOU CANNOT WITH *BRUTE FORCE*?

HEAR ME, MAN OF EARTH--

IN ALL MY *JOURNEYS*-- ALL MY FAR-FLUNG *FEASTS*--

--*NEVER* HAVE I FOUND A WORLD AS *SUITED* TO MY ENERGY NEEDS AS YOUR PLANET *EARTH*... TILL *NOW!*

YOU EXACTED A *VOW* FROM ME, NEVER TO *ATTACK* YOUR WORLD AGAIN.

THIS IS *NOT* YOUR WORLD -- SO I SHALL DO WHAT I *MUST* TO *SURVIVE!*

AND *WE'LL* DO WHAT WE MUST-- TO *SAVE* IT!

LET'S GO, PEOPLE!

YOU *DARE*--!?

WE DARE A *LOT*, PAL!

ONLY THING IS-- HE'S JUST AS *IMMUNE* TO MY FIREPOWER AS *EVER.*

AND *REED'S* TACTICS AREN'T DESIGNED TO DO ANYTHING MORE THAN *SLOW HIM DOWN.*

BEN! GORR! IT'S ALL UP TO *YOU TWO!*

WE'RE *EACH*-- *UHHH!* -- ENDEAVORING OUR *BEST*, FLAMING YOUTH!

YEAH! AN' I THINK-- FOR *ONCE*-- IT MIGHT JUST BE *WORKIN'!*

I GOT-- HIS *HEEL*-- OFF THE GROUND--!

THAT ONLY LEAVES-- ABOUT THIRTY OR FORTY FEET TA GO!

PULL 'IM BACKWARD-- GET 'IM OFF BALANCE!

HEY, STRETCH! PUT A LITTLE MUSCLE INTO IT UP THERE, WILLYA?

IS THIS WHAT YOU HAD IN MIND, OLD FRIEND?

YAHOO! THAT TURNED THE TRICK!

HE'S FALLIN' LIKE A REDWOOD.

UNFORTUNATELY... NOT PRECISELY LIKE THE TREE YOU DESCRIBE, MASTER GRIMM.

DOLTS! HAD YOU FORGOTTEN I CAN DEFY YOUR GRAVITY AT WILL?

ULP! I GUESS... WE KINDA HOPED YOU HAD.

BUT THAT'S OKAY BY ME-- 'CAUSE NOW I'M GONNA GET TO DO SOMETHIN' I ALWAYS WANTED TA DO--

--NAMELY, PUNCH YOU RIGHT IN THE KISSER!

HMMM... INTERESTING, IN A MUNDANE SORT OF WAY.

I SENSE YOU ARE NOT PRECISELY THE SAME "THING" I ENCOUNTERED BEFORE.

STILL, YOU MUST BE PUNISHED FOR YOUR BRUTISH DEFIANCE...

...EVEN AS THE SILVER SURFER WAS PUNISHED!

HEY! THAT--

ZZZAP!

--TICKLES.

YOU GOOFED, GAL-BABY! I'VE BEEN KNOCKED AROUND WORSE BY A CAN O' RIGHT GUARD!

HE COULD TELL I'M JUST A MAN WEARIN' AN EXO-SKELETON SUIT NOW-- BUT, HE DIDN'T FUSE THE PARTS OR ANYTHING.

MAYBE SHRUNK IT JUST A LITTLE...!

APPARENTLY, YOU WERE NOT CHASTISED SUFFICIENTLY BY THAT BLAST.

THEN, I SHALL BE FORCED TO USE A LETHAL DOSAGE--

FOR, THOUGH I HAVE FORESWORN EVER DESTROYING THE *TRUE EARTH*--

--I'VE *NOT* MADE THE SAME VOW ABOUT *YOU*-- OR THE *HIGH EVOLUTIONARY!*

BEN! GORR! LOOK OUT! HE--

GOOD LORD! THE BOLT STOPPED *SHORT!* WHAT *HAPPENED*?

YOU TELL *ME*, RUBBER MAN. THEN WE'LL *BOTH* KNOW.

LATER FOR THAT, FRIGHT-FACE...

RIGHT NOW, IT'S TIME FOR THE *HUMAN TORCH* TO PULL HIS WEIGHT AT LAST!

I'LL DRINK TO *THAT*, SQUIRT!

THAT'S *IT*, JOHNNY! MAYBE YOUR *NOVA HEAT* WILL--

DON'T EVEN BOTHER *FINISHING* THE SENTENCE, BROTHER-IN-LAW.

WHITE HEAT DOESN'T SEEM TO FAZE OL' HIGH-POCKETS ANY MORE THAN RED, YELLOW, OR *BROWN!*

LOOKS LIKE COUNTER-EARTH HAS *HAD* IT-- AND US *WITH* IT!

THANK HEAVEN *SUE* ISN'T HERE TO--

OH, BUT SHE *IS*, JOHNNY!

NEVER SHALL I UNDERSTAND THE RECKLESS *FOLLY* YOU HUMANS CALL *COURAGE.*

THE *DISTAFF* MEMBER OF YOUR GROUP APPEARS-- IN TIME TO FACE *CERTAIN DEATH.*

SUE, HONEY-- I DON'T KNOW HOW *YOU* GOT HERE, ANY MORE THAN I KNOW HOW *WE* DID--

BUT, YOU'VE GOT TO GET TO *SAFETY*-- BACK TO THE HIGH EVOLUTIONARY'S *ASTEROID*, BEFORE--

I *CAME* TO SPEAK TO *GALACTUS!*

WHAT HAVE *I* TO DO WITH A *MINIATURE FEMALE?*

YOU MADE THE FANTASTIC FOUR AN *OFFER*, GALACTUS--

--AND WE *ACCEPT!* LOOK *UP!*

LOOK *UP!?* BUT, *WHAT* SHALL I--?

A *VISION*-- APPEARING BEFORE MY EYES-- *WARPING* SPACE AND TIME-- LETTING ME SEE *LIGHT YEARS* IN AN *INSTANT*--!

BUT-- WHAT WORLD IS *THIS*? I HAVE NOT--

LISTEN, GALACTUS-- LISTEN TO THE *COMBINED, UNIVERSAL WILL* OF THE MILLIONS OF *INHABITANTS* OF THAT DISTANT PLANET!

LISTEN!!

COME, GALACTUS! COME TO US!

DEVOUR OUR PLANET'S ENERGY-- IN PLACE OF A WORLD THAT WANTS YOU NOT!

IT IS *TRUE!* I CAN SENSE BOTH THE *WORDS*-- AND THEIR *SINCERITY*-- AS IF THEY WERE A *LIVING THING!*

THEN-- YOU'LL *KEEP* OUR BARGAIN?

GALACTUS' *WORD* IS GALACTUS' *BOND.*

FOR, WHEN A BEING MUST ROAM THE *STARWAYS* ALONE, FOR ALL TIME...

...WHAT ELSE *HAS* HE?

YOU *DID* IT, HONEY! I DON'T KNOW *HOW*, BUT YOU *DID* IT! YOU--

PLEASE-- THERE'S NO NEED TO GET *FAMILIAR.*

EH? I DON'T KNOW HOW HUSBAND AND WIFE ACT ON *EARTH*, MRS. RICHARDS, BUT IN THE GAME PRESERVE WHERE *I* WAS--

THAT *REMINDS* ME: WHERE IS THE *HIGH EVOLUTIONARY*?

GALACTUS SAID SOMETHIN' ABOUT *TOTALIN'* HIM. I WONDER IF--

WONDER *NO MORE*, BEN GRIMM.

I ONLY WISH I HAD BEEN ABLE TO RETURN *SOONER*, THAT I MIGHT HAVE *AIDED* YOU IN YOUR STRUGGLE TO SAVE MY CREATION.

THE *EVOLUTIONARY*-- BUT, AS BIG AS *GALACTUS* HIMSELF!

AND WHERE DID *HE*--

--COME FROM? I SHALL EXPLAIN WHEN I HAVE REGAINED MY NORMAL STATURE.

MASTER! YOU CHANGE SIZE AS QUICKLY AS I DID WHEN I LANDED ON EARTH!*

IN YOUR CASE, AN ACCIDENTAL AND UNEXPECTED SIDE EFFECT OF THE RAY THAT MUTATED YOU... FORTUNATELY TEMPORARY.

IN MINE-- A CAREFULLY CONTROLLED MATTER.

*DID HE EVER-- IN ISH #171! --ROY.

BUT, THAT IS THE PAST.

I AM BACK NOW FROM THE NEGATIVE ZONE-- THOUGH WHY MY PREVIOUSLY FUTILE EFFORTS TO RETURN SUDDENLY BORE FRUIT, I CANNOT SAY.

PERHAPS THE ANSWER AWAITS BACK ON MY PLANETOID--

--WHICH WE CAN REACH IN MERE SECONDS, SINCE IT CIRCLES COUNTER-EARTH.

THEN, PERHAPS WE SHALL KNOW WHY EARTH'S TWIN NEARLY CEASED TO EXIST!

SOON, WITHIN THE ARTIFICIAL ASTEROID WHICH IS THE HIGH EVOLUTIONARY'S HEADQUARTERS, LABORATORY, AND HOME...

UNBELIEVABLE! ACCORDING TO MY INSTRUMENTS, THE WORLD TOWARD WHICH GALACTUS HEADS IS THE THIRD OF THE THREE PLANETS WE HAD VIEWED.

SUE RICHARDS TELEPORTED HERSELF THERE BY ACCIDENT EARLIER...

BUT, THE INSTRUMENTS HAD INDICATED IT WAS INCAPABLE OF SUSTAINING HUMAN LIFE!

YET SUE SURVIVED-- THOUGH SHE ISN'T TALKING JUST NOW, TO ANYONE!

"WAIT, MAN OF EARTH-- OBSERVE! GALACTUS HAS FOLLOWED THE SIREN CALL THRU SPACE AT MANY TIMES THE SPEED OF LIGHT...

"...AND NOW, HE DISEMBARKS FROM HIS VESSEL.

"AS HE DID ON COUNTER-EARTH-- AND ON TRUE EARTH BEFORE IT-- HE SETS UP THE MASSIVE, INCOMPREHENSIBLE MACHINE WHICH WILL ABSORB ALL THAT PLANET'S LIFE FORCES--

"--AND TURN THEM INTO FOOD FOR HIM!

"OBSERVE, FURTHER, THE *PEOPLE* IN THE TEEMING METROPOLIS BELOW: THEY *SEE* HIM, KNOW HIS *PURPOSE*-- EVEN *CALLED* HIM THERE --

"YET, THEY GO ABOUT THEIR *BUSINESS* PLACIDLY-- AS IF *DOOM* WERE NOT A FEW MOMENTS AWAY!

"AND NOW, HE *ACTIVATES* HIS DREAD DEVICE-- WITH NO MORE *MALICE* THAN YOU WOULD FEEL *PITY*--

"--AND THE PEOPLE BELOW *PERISH*-- AS LANGUIDLY, AS LISTLESSLY AS THEY SEEM TO HAVE *LIVED!*

"NOR DOES SIMPLY *ONE CITY* ALONE DIE-- BUT *ALL* THE PLANET NOW, AS, FROM ITS PERCH, THE *ENERGY-ABSORBING RAY* CRISS-CROSSES THE ENTIRE GLOBE MUCH LIKE--

"*WHAT* WAS IT THAT *GALACTUS* HIMSELF CALLED IT?

"A *SCYTHE!*

"EVEN ONE SO *INURED* TO THE SIGHT OF DEATH AS *I* FIND THIS NEARLY TOO *HORRIBLE* TO CONTEMPLATE! YET, WE *MUST*--

"*NOW* WHAT IS HE DOING? HE TOUCHES *OTHER* BUTTONS ON THE APPARATUS-- ALMOST AS A MORTAL *MUSICIAN* MIGHT PLAY AN EXQUISITE *ORGAN.*

"AND-- I *THINK* I KNOW WHAT HE *INTENDS!*

PEOPLE OF EARTH-- YOU HAVE DOUBTLESS *WONDERED* HOW GALACTUS TRULY *FEEDS!* WELL, IN ANOTHER *MOMENT*--

--WE'RE GOING TO *FIND OUT!*

I THINK I'M GONNA BE *SICK.*

"THE *LIFE ENERGIES* OF A WHOLE *PEOPLE*-- AN ENTIRE *PLANET*-- HAVE BEEN SUCKED INTO THIS TOWERING DEVICE--

"AND NOW, PLACING HIS GREAT *HANDS* TO EACH OF TWO *NODULES*-- HE *ABSORBS* IT INTO HIMSELF, WITH AN ORGY OF *SELF-GRATIFICATION!*

"THUS, HE SHALL *LIVE*-- AND THIS UNKNOWN WORLD *DIE!*

"HE IS *EATING* NOW-- *DIGESTING*, AS SURELY AS ANY *MORTAL* EVER DID, THOUGH IN A STRANGE AND DIFFERENT WAY.

"AS ONE NOW *BEYOND* SUCH THINGS, PERHAPS I CAN *SHARE* HIS FEELINGS BETTER THAN YOU *OTHERS*. I--

"BUT-- *HOLD!* SOMETHING IS *WRONG*--!

"GALACTUS SEEMS-- IN *PAIN!*

"*LOOK* AT HIM! HE OPENS HIS *MOUTH*, AND WITH A GRIMACE BORN OF *AGONY*-- OF SHEER *DESPAIR*--

"FOR THE FIRST TIME IN AN EON-- *GALACTUS SCREAMS!*

"NOW, HE HAS *COLLAPSED*-- ONLY HIS AUTOMATIC ANTI-GRAVITY DEVICES PREVENTING HIM FROM *TOPPLING* TO THE GROUND FAR BELOW.

"ALL MY *SENSOR SYSTEMS* INDICATE THAT GALACTUS STILL *LIVES*-- YET HIS VITAL SIGNS GROW *DIMMER*, EVEN AS WE SPEAK...!

IN *SHORT*, GENTLEMEN... *GALACTUS IS DYING!*

IT'S ALMOST *BEYOND BELIEF!*

MAYBE HE *ATE* SOMETHIN' THAT DIDN'T *AGREE* WITH 'IM.

BEN--FOR HEAVEN'S SAKE--!

WELL, WHADDA YA *WANT*, BIG BRAIN?

A GUY TRIES TA MAKE A MIDNIGHT SNACK OF YER *PLANET*, YOU DON'T EXACTLY SEND 'IM A *GET-WELL CARD!*

I AM SYMPATHETIC TO YOUR *FEELINGS*, FOR HE TRIED TO DESTROY *MY* WORLD, AS WELL.

YET, THERE IS A *KINSHIP* BETWEEN THE WORLD-DEVOURER AND ME...

FOR, *BOTH* OF US HAVE LEFT OUR *TRUE HUMANITY* BEHIND, LONG SINCE-- IN A WAY EVEN *YOU* CAN NEVER UNDERSTAND, BEN GRIMM.

THUS, BECAUSE EACH OF US *IS* WHAT HE *MUST BE*-- FULFILLS THE DESTINY WHICH IS *WRITTEN* FOR HIM--

AYE, EVEN *GALACTUS* AND THE *HIGH EVOLUTIONARY*--

--I MUST TRY TO *SAVE* HIM!

HUH? ARE YOU OUTTA YOUR EVER-LOVIN' *TREE?*

*THERE IS NO **AUDIBLE** ANSWER FROM THE GRIMLY SILENT BEING...*

*BUT, NEXT INSTANT, A RAY OF **SHIMMERING LIGHT**-- STIMULATED BY **TACHYONS**, WHICH CANNOT MOVE MORE **SLOWLY** THAN THE SPEED OF LIGHT-- FLASHES OUT ACROSS THE EMPTINESS OF **SPACE**--*

*--TO **STRIKE**, ALMOST SIMULTANEOUSLY, A FAR-FLOATING **FIGURE!***

*FOR A MOMENT, IT SEEMS TO HAVE **NO EFFECT** ON THAT FRAME, SO GARGANTUAN TO **OUR** EYES, YET SO INFINITESIMALLY **SMALL** IN THE EYES OF THE **UNIVERSE.***

THEN--

*SLOWLY AT FIRST-- THEN MORE **RAPIDLY**-- THE PROPORTIONS OF GALACTUS' FORM BEGIN TO **CHANGE**:*

*HIS HEAD GROWS **LARGER**-- EVEN AS HIS BODY BEGINS TO **SHRINK**, WITHERING INTO LIMP UNIMPORTANCE AS IT DOES SO...*

*...TILL SOON, THERE IS **NO** BODY AT ALL, BUT ONLY A **HEAD**--*

*--AND, SCANT SECONDS AFTER **THAT**-- NOT EVEN A HEAD -- BUT ONLY A HUGE, PULSING **BRAIN**--*

*--THROBBING ITS **IMPULSES** ACROSS THE VAST COSMIC VOID.*

*THEN, EVEN **THAT** VANISHES-- TRANSLATED INTO **PURE INORGANIC ENERGY** BY THE HIGH EVOLUTIONARY'S **EVOLVING RAY.***

"SO LONG AS HE *REMAINS* THUS-- AND IT MAY WELL BE *FOREVER*--

"--GALACTUS NEED *NEVER FEED AGAIN!*"

SO ENDS, PERHAPS, THE SAGA OF GALACTUS.

SIR... I THINK YOU UNDERSTOOD THE IMPULSES OF THAT BRAIN -- THE MESSAGE IT WAS TRYING TO SEND BEFORE IT EVOLVED INTO SHEER ENERGY.

WHAT WERE GALACTUS' FINAL WORDS?

IT WAS A MESSAGE FROM ONE GOD TO ANOTHER, REED RICHARDS.

I... UNDERSTAND.

HEY, REED-- DO YOU REALLY THINK GALACTUS IS FINISHED?

I DON'T KNOW, JOHNNY. HE SHOULD BE HAPPIER NOW, AT ANY RATE-- FOR, HE'S NO LONGER A SLAVE TO HIS BASER NEEDS.

YET, IS A MAN EVER HAPPY TO BECOME A GOD?

REED COULD ASK THE HIGH EVOLUTIONARY THAT QUESTION.

WISELY, HE DOES NOT.

YEAH, WELL-- I'LL BELIEVE IT WHEN GALACTUS DON'T SHOW UP HUNGRY FOR A DECADE OR THREE. I--

HEY, SUZIE-- HOWCUM THE LONG FACE? WE WON!

YOU DON'T LOOK HAPPY-- OR SAD-- OR NUTHIN'.

THAT'S BECAUSE, BEN-- I DON'T THINK THAT IS SUE!

HUH?

WHAT'RE YOU TALKING ABOUT? OF COURSE IT'S SUE!

I OUGHTTA KNOW MY OWN-- SISTER--!

OUGHT TO, JOHNNY. BUT... YOU OBVIOUSLY DON'T.

HOLY--! THERE'S TWO OF YOU!?

SUE, HONEY-- THANK GOD YOU'RE ALL RIGHT!

JUST A LITTLE DIZZY FOR A MOMENT FROM MAKING THE SPACE-JUMP, THAT'S ALL.

SPACE-JUMP? WILL SOMEBODY PLEASE FILL IN AUNT PETUNIA'S FAVORITE NEPHEW ON WHAT'S GOIN' ON?

IF THAT AIN'T SUZIE, THEN WHO IS IT?

DON'T YOU RECOGNIZE ME, MY OLD FRIENDS?

BUT THEN, IT HAS BEEN A RATHER A LONG TIME.

TOO LONG, I GUESS, FOR YOU TO REMEMBER THE IMPOSSIBLE MAN.

AT LEAST, I THINK THAT'S WHAT YOU FOLKS ON EARTH USED TO CALL ME.

THE *IMPOS--!* AW *NO*-- NOT *HIM!*

BUT YOU *LEFT* EARTH FOREVER-- TO RETURN TO YOUR OWN PLANET *POPPUP!**

YEAH! WHY AIN'T YOU BACK *THERE?*

THAT WOULD BE *DIFFICULT*, DEAR HEARTS...

**F.F.* #11-- AND TWO REPRINTINGS! --ROY.

...SINCE IT WAS THE PLANET *POPPUP* THAT *GALACTUS JUST ATE!*

WE HAD *CAMOUFLAGED* IT AS A *DEAD MOON*-- BUT THE EQUIPMENT OF THIS ASTEROID *FOUND* IT, ALL RIGHT.

THEN-- DISGUISED AS *SUE*, YOU LED GALACTUS TO DEVOUR *YOUR OWN WORLD?*

IN THE NAME OF *HEAVEN*, MAN-- *WHY?*

WHY *NOT?*

BESIDES, MY FELLOW *POPPUPIANS* DIDN'T MIND; I *KNOW!*

HOW *COULD* YOU KNOW, UNLESS-- *WAIT!* I'M BEGINNING TO *SEE!*

AS AM *I.*

THEN FILL *US* IN, HUH?

IT'S REALLY QUITE *SIMPLE...*

AS YOU KNOW, WE POPPUPIANS CAN CHANGE TO *ANY SHAPE WE WANT*-- SO WE CONQUERED ALL THE *HORRID ANIMALS* THAT KEPT TRYING TO *EAT* US.

THEN, WE GOT *BORED* AGAIN-- SO WE *EVOLVED* AGAIN, SO THAT WE HAD ONLY *ONE MIND*--

--A SORT OF *COMMUNITY BRAIN*, YOU MIGHT CALL IT.

EVERYONE ON POPPUP WAS *ME*-- AND *I* WAS EVERYBODY ON *POPPUP!*

SO, WHY DID WE NEED *MILLIONS* OF US, WHEN THEY'RE ALL THE SAME PERSON-- *ME!?*

I REMEMBER YOUR *QUOTE* NOW: *"WE POPPUPIANS HAVE NO NAMES..."*

"WE KNOW WHO WE ARE!"

WE *DID.* THEY WERE *ME.*

NOW, I'M *THEM.*

AND THEY ALL *CHANGED*, TO LOOK MORE *HUMAN*--AND FOOL *GALACTUS!*

I THOUGHT YOU'D *GUESSED*: EATING ALL THOSE COMMUNITY-BRAIN *POPPUPIANS* WAS JUST LIKE HAVING A HEAVY DINNER OF NOTHING BUT *HOT AIR.*

IN OTHER WORDS, *GALACTUS* GOT A CASE OF--

BUT-- WHAT CAUSED HIM SUCH INTENSE *PAIN?*

--TERMINAL INDIGESTION.

GOOD LORD!

:CHOKE!:

IT IS MINUTES LATER BEFORE ANYONE SPEAKS AGAIN...

BUT WHEN THEY **DO**, IT IS MERELY TO EXCHANGE HURRIED **GOODBYES:**

S'LONG, GORR, OL' BUDDY. IT WAS A **BALL** FIGHTING ALONGSIDE YOU!

THE PLEASURE WAS **MINE**, YOUNG SIR.

LIFE HERE WILL SEEM **TAME** INDEED COMPARED TO JOUSTING WITH THOSE **SKRULL KNIGHTS**...

SAY! THEN, WHY DON'T YOU COME BACK TO EARTH WITH **US**?

YOU COULD BE A **SMASH**-- THE BIGGEST THING SINCE **ALICE COOPER!**

ALAS, FOR **NOW**, MY PLACE IS HERE... AS THE MASTER'S **VALET.**

BUT, WHO **KNOWS**, FLAMING YOUTH? PERHAPS **ONE DAY**...

OKAY-- WE GOT **THAT** SETTLED.

NOW WHAT ABOUT THIS **NO-NAME GREEN GUY?**

WHY, I THOUGHT YOU **KNEW**, DEAR FRIEND.

I'M GOING BACK TO **EARTH** WITH YOU AGAIN.

AFTER ALL I'VE DONE FOR YOU, THE **LEAST** YOU CAN DO IS... **ADOPT** ME!

THE F.F.'S EXACT THOUGHTS ARE **LOST** TO POSTERITY. YET, MINUTES LATER...

...THE SAME ROCKET WHICH **BROUGHT** THEM 200 MILLION MILES BEGINS THE LONG JOURNEY **HOME**...

...AS, WITHIN THE ARTIFICIAL PLANETOID, TWO **UNSPEAKING FORMS** WATCH THEM DEPART...

...THEN TURN THEIR ATTENTION BACK TOWARD THE WORLD CALLED **COUNTER-EARTH.**

IT IS **SAFE** NOW, AND ALREADY ITS RECENT NIGHTMARE SEEMS **UNREAL** TO ITS FOUR BILLION SOULS...

BUT IT WAS VERY, **VERY** REAL.

WHILE, ON BOARD THE FAST-HURTLING **ROCKET**...

AMAZING! BY MY CALCULATIONS, USING **TACHYON POWER**, WE SHOULD SET DOWN IN **CENTRAL PARK** IN ONLY--

WHAT'S **WRONG**, BEN? YOU DON'T **LOOK** SO WELL.

I FEEL **WORSE**, STRETCH.

MY **HEAD** HURTS-- MY **BODY**-- **EVERYTHIN'**--!

I'VE BEEN *FEELIN'* THIS WAY-- EVER SINCE *GALACTUS* ZAPPED ME WITH THEM *EYEBALL-RAYS* OF HIS.

HOT IN HERE! MEBBE IF I TOOK OFF THE *HELMET*--!

I ALWAYS THOUGHT ORANGE WAS YOUR *NATURAL* COLOR.

IT *USETA* BE, PAL-- BUT NOT ANY *MORE.*

I'M *CURED* OF BEIN' THE *THING,* SEE?

I JUST WEAR THIS *EXO-SKELETON* GET-UP REED MADE FOR ME.

WHAT'RE *YOU* STARIN' AT, GREENIE?

WHY, JUST *LOOK* AY YOURSELF, DEAR FRIEND.

LOOK AT--? WHADDA YOU *MEAN?* I--

OH *NO*--

SAY IT AIN'T SO!

I'M *CHANGIN'* AGAIN--

--CHANGIN' *ALL OVER*--

--BACK INTO *THE THING!*

--BUSTIN' RIGHT *OUTTA* THE SUIT-- TEARIN' IT TA *SHREDS!*

THAT'S WHY I FELT SO *CRAMPED* IN IT!

RRIPPP

AN' THAT'S WHAT *GALACTUS* MEANT WHEN HE SAID-- HE WUZ *PUNISHIN'* ME FOR TACKLIN' HIM!

ACTUALLY, *I* THINK YOU LOOK RATHER *BETTER* THIS WAY.

BUT YOU AIN'T *FOUR BILLION PEOPLE*-- OR A GAL NAMED *ALICIA!*

QUICK, REED-- TELL ME YOU CAN CHANGE ME *BACK*-- USE *GAMMA RAYS* ON ME AGAIN-- SOMETHING-- *ANYTHING!*

TELL... ME...!

BUT, FOR ONCE IN HIS LIFE, REED RICHARDS IS SILENT. FOR THAT'S BETTER, HE FEELS...

...THAN LYING.

NEXT ISSUE: **The IMPOSSIBLE MAN'S NEW YORK ADVENTURE!**

-plus- THE MOST *UNEXPECTED GUEST STARS* OF ALL!

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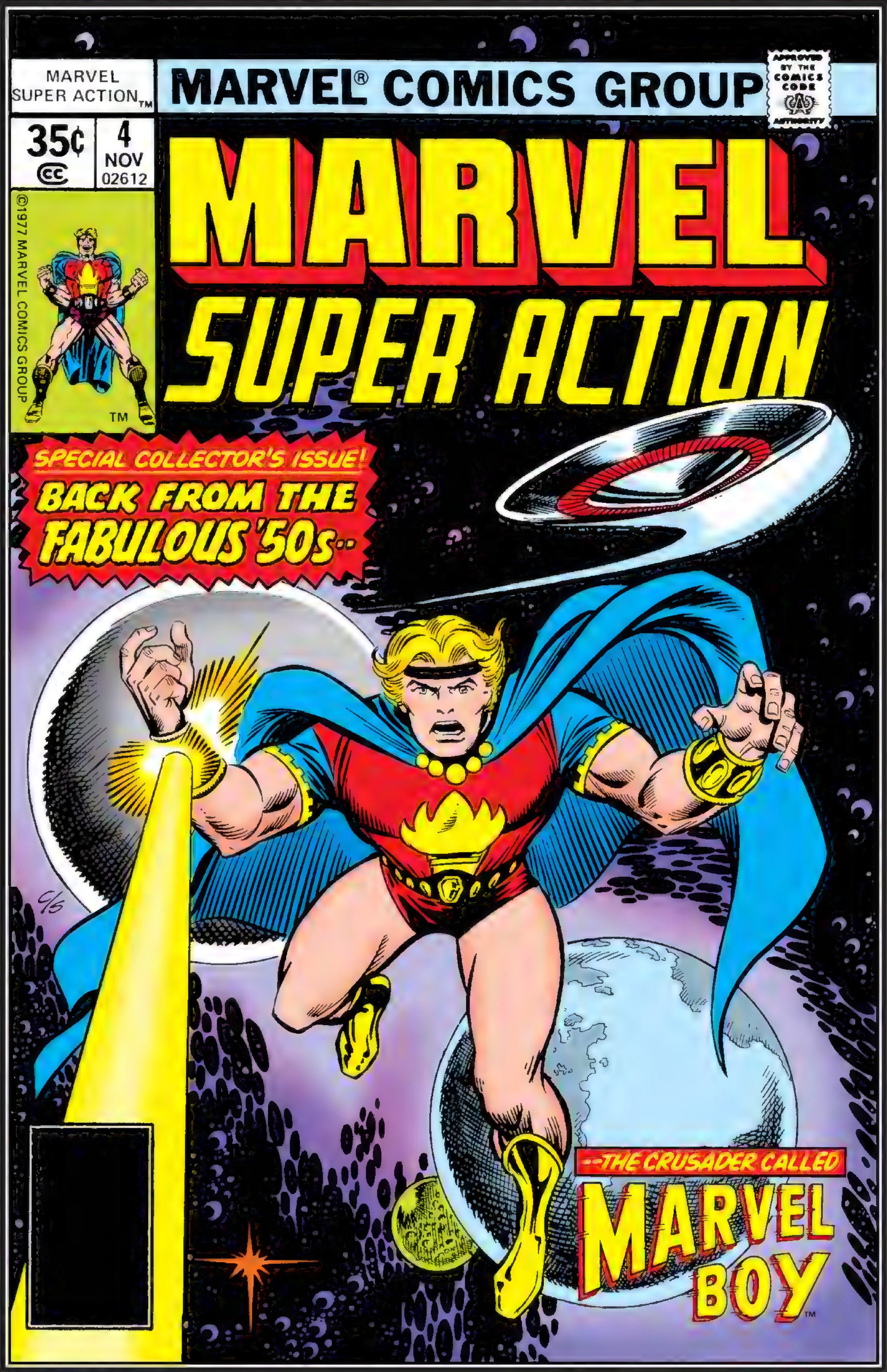
Cover from *Marvel Super Action* #4 (Nov. 1977) by Dave Cockrum & Joe Sinnott, reprinting stories from *Marvel Boy* #1 and *Astonishing* #5



New title page art from *Marvel Super Action* #4 (Nov. 1977)
by Dave Cockrum & Joe Sinnott

In the dawning days of the 1950's, there came from beyond the heavens a *mighty youth*. Possessing astonishing *strength* and *speed*, and imbued with a *mental awareness* far beyond that of normal men, he strode the Earth—a fighting *crusader of justice*!

Stan Lee **PROUDLY RE-PRESENTS**

MARVEL BOY™

ORIGINALLY PRESENTED IN MARVEL BOY #1

BIOGRAPHIES

ROY THOMAS

Along with fellow fan Jerry Bails, Roy Thomas developed the first known organized comic fandom in the pages of *Alter Ego*, a self-published fanzine. Leaving his teaching position in 1965, Roy took his deep knowledge of comics characters and their history and moved to New York City, accepting a job under DC Comics editor Mort Weisinger. His stay lasted little over a week before he opted for a position at Marvel, where under Stan Lee, his duties quickly matured from proofreading to more serious work as an editorial assistant and writer.

Titles as disparate as *Modeling With Millie*, *Kid Colt* and *Sgt. Fury* were written under his auspices before he was able to fulfill his desire to write super-hero stories on Iron Man in *Tales of Suspense* #73 and a pair of Dr. Strange stories for *Strange Tales*.

Stan must have liked what he was reading, because after this seeming trial period, Roy "The Boy" (as he was called in credits) was given both *Sgt. Fury* and *The X-Men*. Along with artist Werner Roth, Thomas took the X-Men on adventures around the world and told the characters' pre-X-Men origins. In addition to introducing Banshee, Sunfire and Havok, Thomas' X-Men credits also include his watershed collaboration with artist Neal Adams.

Proving his mettle on *X-Men* led him to *The Avengers*, and it was with this team that Roy really started crafting his legacy. Across 70 consecutive issues of Earth's Mightiest Heroes, he became perhaps the title's definitive writer, introducing characters such as the Vision and penning classic sagas including the "Kree/Skrull War." Before the '60s ended, Thomas chalked up noteworthy runs as writer of *Doctor Strange*, *Sub-Mariner*, *Captain Marvel* and more.

In the '70s, Thomas' influence at Marvel widened to include the first adaptation of Robert E. Howard's *Conan the Barbarian*, a reinvention of Adam Warlock, and a new super-team, The Defenders. By 1972 Roy was selected to succeed Stan Lee as editor in chief. His tenure as EIC lasted for over two years before he returned to his writer/editor role on *Fantastic Four*, *Thor*, *Savage Sword of Conan*, *What If...?* and *The Invaders*.

In 1980, he left the House of Ideas for DC to pursue a lifelong dream by reviving the Justice Society of America in the pages of *All-Star Squadron*. He wrote many more comics for DC and Marvel over the next two decades and is still active today, writing comics, historical studies, adaptations of classic novels and publishing his award-winning *Alter Ego*. Thomas' career contributions were acknowledged with his induction into the Eisner Hall of Fame's 2011 class. He lives in South Carolina with his wife and collaborator, Dann, and an amazing menagerie of animals that must make the neighbors nervous.

GEORGE PÉREZ

George Pérez's intricately detailed style and incomparable ability at drawing team books has made him one of comics' most popular artists. Like many of his early-'70s peers, Pérez broke in at Marvel drawing for their burgeoning line of black-and-white magazines, most notably the "Sons of the Dragon" feature in *Deadly Hands of Kung Fu*. It was there he and Bill Mantlo introduced the Puerto Rican hero White Tiger. His first major work came during the latter half of the decade, where he became regular artist of both *Fantastic Four* and *Avengers* before a move to DC. There he took over *Justice League of America* from the late, long-running artist Dick Dillin, but it was a Marv Wolfman-scribed revival of DC's team of teen super heroes, *New Teen Titans*, that was a huge hit, owing especially to Pérez's evocative character designs and masterful line. He would work with Wolfman on the book for over six years. During this time the duo also helmed the epic miniseries *Crisis on Infinite Earths*, featuring the deaths of classic heroes like the Flash and Supergirl.

In 1987, he broadened his creative credentials with his first regular writing gig on *Wonder Woman*, a title he would also draw for the better part of five years. A return to Marvel in 1998 produced a chart-topping revival of *Avengers* with writer Kurt Busiek. This led the creative tandem to the popular DC/Marvel cross-company miniseries *JLA/Avengers*. His most recent credits include a 10-issue run drawing DC's *Brave and the Bold*, and a stint as writer/artist of a new *Superman* series.

JOHN BUSCEMA

Though primarily known for his long tenure as one of Marvel Comics' most prolific pencilers, John Buscema began his celebrated career at the age of 21 with Timely Comics. After Timely closed its in-house Bullpen, Buscema pursued comics work for a time before he left comics altogether for advertising in 1958.

When he returned to comics, however, he did so with a vengeance. Stan Lee recruited him away from advertising and quickly ensconced him into the upper ranks of Marvel artists. Picking up where *Avengers* mainstay Don Heck left off, "Big John" began what would be one of the title's definitive artistic runs. The much-anticipated *Silver Surfer* series was launched with Buscema at the helm, and top-tier books like *Fantastic Four* and *Thor* were entrusted to his care after Jack Kirby left Marvel for DC Comics.

Buscema's bold, muscular artwork commanded the comic-book page with realistic figurework that represented the next evolutionary step in post-Kirby Marvel Comics style. The respect accorded him within Marvel as an artist's artist was of such renown that he literally wrote the book on drawing,

composing *How To Draw Comics the Marvel Way* with Stan Lee, the classic "how to" book in comic-book illustration.

He worked from the '70s through the '90s on nearly every title in the Marvel stable, including his personal favorite, *Conan the Barbarian*, with Roy Thomas. He retired in 1996, but returned every now and then to the comics scene until he passed away after a battle with cancer in 2002, the same year he was inducted into the Eisner Hall of Fame.

RICH BUCKLER

Rich Buckler, along with John Buscema and George Pérez, helped define the '70s era of Marvel's flagship title, *Fantastic Four*. His dynamic style and muscular figurework carried on the tradition set by Jack Kirby. Buckler's first published artwork was a backup in King Feature's 1967 *Flash Gordon* #10, and in 1970 he landed work on Warren's *Eerie* and *Creepy* horror magazines. After illustrating a few backup stories at DC Comics, he turned to Marvel for his first feature work. By 1973, he was turned loose on *Fantastic Four* and other Marvel ongoing series like *Jungle Action* (featuring Black Panther) and *Astonishing Tales*, in which he and writer Doug Moench launched Deathlok the Demolisher. The post-apocalyptic story of Col. Luther Manning, their run on "Deathlok" was a defining vision of a future gone wrong. Its influence and themes of military rule, reanimation and killer cyborgs would be reflected in films from *The Terminator* to *RoboCop*. After a time with DC, where he teamed with Roy Thomas on *All-Star Squadron*, Buckler returned to Marvel for work on *Spectacular Spider-Man*, *New Mutants* and a return engagement with *Fantastic Four* in the late '90s when he collaborated with writers such as Steve Englehart and Walt Simonson. He has a thriving career outside comics as a surrealist painter.

SAL BUSCEMA

Without a doubt one of comics' most prolific artists, "Our Pal" Sal Buscema joined Marvel in 1968 shortly after his elder brother, John. Tackling inking duties on *Silver Surfer* and *Fantastic Four*, including the all-time classic *Silver Surfer* #4, Buscema quickly graduated to penciling. He was an anchor of the Marvel line in the 1970s with long runs on books like *Captain America*, *Marvel Team-Up* and *The Spectacular Spider-Man* and a 100-plus issue run on *The Incredible Hulk*. Buscema was also behind defining the tone on early issues of *The Defenders*, *Rom* and *The New Mutants*. His career as one of Marvel's most versatile artists lasted throughout the '70s and into the '90s. In 1988, he returned to *The Spectacular Spider-Man* and over the next ten years penciled every issue but two from #134 through #238 (and inked the vast majority as well!) Although he retired in the late '90s, readers can still see his name on comics credits from time to time, including inking work on the cult hit *Spider-Girl*.

BILL MANTLO

From the mid-'70s through the late-'80s, Bill Mantlo established himself as one of the most dedicated writers in the comics industry, writing hundreds of stories across dozens of titles, primarily for Marvel Comics.

Mantlo broke into comics as a colorist, but it wasn't long before he was given a crack at writing a fill-in story, a "Sons of the Tiger" story in the black-and-white *Deadly Hands of Kung Fu* magazine, and his true comics talent began to emerge. The quality of his work led to his installation as that book's regular writer, a tenure that included the notable achievement of introducing comics' first Puerto Rican hero, the White Tiger.

After achieving notoriety within the Marvel offices as a guy who could knock out credible fill-in scripts at a moment's notice, Mantlo was given more regular work. One early highlight was his 20-issue tenure on *Iron Man* that began the Golden Avenger's return to prominence. As one might expect from someone with such a volume of work, Mantlo was game to take on projects others dismissed, and he did it with an unfeigned aplomb that elevated the work.

It was on two licensed titles that Mantlo built his legacy. Inspired by a toy given to his son at Christmas, Mantlo lobbied Marvel to adapt Micronauts into an ongoing series. The award-winning epic he spun with artistic luminaries like Michael Golden and Pat Broderick is still highly revered by comics fandom as is his even longer run on *Rom*, wherein he developed a universe filled with Spaceknights, Dire Wraith monsters and outer space intrigue. Other notable credits in Mantlo's career include *Incredible Hulk*, *Alpha Flight* and *Spectacular Spider-Man*.

Just as Mantlo had begun a new career as a public defender with the New York City Legal Aid Society, he was struck by a hit-and-run driver and went into a weeks-long coma from severe head trauma. He has since been under constant medical care. The comics community has led multiple fundraisers to aid in the continuing care of a talented writer who is missed by his many fans.

Biographies researched and written by John Rhett Thomas

THE MARVEL MASTERWORKS LIBRARY

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THE SILVER SURFER VOLS. 1-2
THE SUB-MARINER VOLS. 1-5
THE MIGHTY THOR VOLS. 1-12
WARLOCK VOLS. 1-2
THE X-MEN VOLS. 1-8
THE UNCANNY X-MEN VOLS. 1-8

THE GOLDEN AGE

As the Great Depression wore on and the specter of war hung over the heads of all Americans, a new entertaining escape from the newspapers' horrifying realities was born: the comic book. Within their four-color pages, larger-than-life super heroes could make short work of America's foes, giving readers of all ages hope for victory against the real-life enemies that faced the United States.

At the forefront of this new medium was Timely Comics, a young company staffed by such legendary talents as Carl Burgos, Bill Everett, Joe Simon, Jack Kirby and Stan Lee. These skilled writers and artists created a vast array of characters that would give rise to the Marvel Universe!

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ATLAS ERA VENUS VOL. 1

THE MARVEL AGE

It was August 1961 and change was hitting the newsstands. *Fantastic Four* #1 did not feature the squeaky-clean heroes of yesteryear. These were real characters placed in extraordinary circumstances. They lived together, they fought among themselves—and sometimes, they even lost to the bad guys. This was more than a change in attitude: It was the beginning of something entirely different—the Marvel Age of Comics!

Thanks to the fertile imaginations of Stan Lee, Jack Kirby, Steve Ditko and others, an unending list of heroes followed the FF with ever-increasing acclaim and popularity: the Amazing Spider-Man, the Mighty Thor, the Incredible Hulk, Daredevil, Iron Man and the X-Men, to name but a few. These were the Marvel heroes, born of conflict and a continuous struggle to balance human lives with superhuman responsibilities.

The *Marvel Masterworks* series was created to give comic-book readers everywhere the chance to experience the greatest comics the world has known as they were originally presented.

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THE ATLAS ERA

Seeing super heroes waning, Timely Comics evolved into Atlas Comics and took on a vast new range of genres: science-fiction tales of outer space adventures and unimaginable monsters; realistic war comics; buxom jungle heroines; horror comics that would become the center of a moral panic that rocked the industry; and romance comics for the emerging teen audience. Even the classic costumed heroes of the '40s retooled to take on the threat of Communism. From Western gunfighters to crime to horror, Atlas had it all!

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166
JAN
THE WORLD'S GREATEST COMIC MAGAZINE!
FANTASTIC FOUR
IT'S THE HULK!
HE'S SMASHED OUR SHIP!
YEAH? WELL, WAIT'LL YOU SEE WHAT I DO TO HIM!!
NOT JUST ANOTHER THING VS. HULK BATTLE! (YOU'LL GASP AT OUR SHOCK ENDING!)

FANTASTIC FOUR
MARVEL COMICS GROUP
25¢
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THE WORLD'S GREATEST COMIC MAGAZINE!
FANTASTIC FOUR
LET'S GO, CAGE! YOU'RE ONE OF US NOW!!
YOU KNOW IT, TORCH!
FOR YEARS, I'VE WANTED TO BE JUST PLAIN BEN GRIMM--- NOT THE THING!
BUT NOW THAT I AM, I'VE BEEN---
--REPLACED BY POWER MAN!

STILL ONLY 25¢
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MAY
THE WORLD'S GREATEST COMIC MAGAZINE!
FANTASTIC FOUR
THIS IS THE ONE!
THE RAMPAGING THING IS BACK--- TO BATTLE A DEVIL-DRIVEN POWER MAN--
ALICIA!
BEN--! HELP ME! HELP ME!
--WHILE THE WOMAN HE LOVES FALLS TO HER DEATH!

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THE WORLD'S GREATEST COMIC MAGAZINE!
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MIGHTIER THAN KONG! DEADLIER THAN GODZILLA! THIS IS--GORR!
NOT JUST ANOTHER GIANT GORILLA STORY!
YOU'LL GASP AT THE STARTLING SECRET OF GORR!!

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THE HIGH EVOLUTIONARY VS GALACTUS!
WE MUST BREAK FREE! WE MUST!
IF WE DON'T, THOSE TWO WILL DESTROY EACH OTHER-- AND TAKE THE WORLD WITH THEM!!

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